

Technological University Dublin Governing Body

MINUTES

MEETING 55:	Wednesday 16 th October 2024 (10:00 – 13:00)	
PRESENT:	Dr C Larkin (Chair), Prof J Doran (Interim President), Dr N Burns, Dr M Carr, Ms M Cooke, Mr M Gately, Mr W Johnston, Ms P Kelly, Dr E Maher, Ms A O'Toole, Ms S O'Toole, Ms S A Sherry, Ms L Shoemaker,	
ELECTRONIC ATTENDANCE:	Ms C Clune-Mulvaney, Mr C O'Donovan, Ms Avice Meya, Ms S A Sherry	
APOLOGIES:	Mr Princewill Aguele, Mr B Ó Mhurcú	
<u>INVITED:</u>	 55.B.05 Prof J Curtin, Dean Engineering and Built Environment 55.C.03 Dr K Carroll, Education Model & Student Record Management System Programme Lead], Ms M Murphy, Head of Recruitment, Admissions and Participation 55.C.04 i Ms M Whelan, Head of Strategy & Planning 55.C.04 ii Dr B Jennings, VP Research & Innovation, Dr P Maguire, Head of Innovation & Knowledge Transfer 	
IN ATTENDANCE:	Ms B Elliott (University Secretary and Head of G&C), Mr S Harton (TU Dublin ICFO),	
SECRETARIAT:	Mr T Fee, Chief Risk & Assurance Officer (CRAO), Ms S Hughes	
DOCUMENTATION:		
<u> </u>	Agenda Item No. Documentation circulated prior to meeting 55.A.05 i Draft Minutes Governing Body Meeting 52 (10th July 2024	

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55.A.05 i	Draft Minutes Governing Body Meeting 52 (10th July 2024
55.A.05 ii	Draft Minutes Governing Body Meeting 53 (28th August 2024)
55.A.05 iii	Draft Minutes Governing Body Meeting 54 (24th Sept 2024)
55.A.06 i	Governing Body Action Log (Open Items)
55.A.07 i	HEA correspondence re Student Numbers calculation and reporting
55.A.07 ii	HEA from Letter re AGS23 (25.09.24) and response
55.A.07 iii	HEA CEO email to Governing Body Chair 26.09.24
55.A.07 iv	GB Response to CEO HEA email 30th Sept 24
55.A.07 v	HEA - Capital Projects and Property Transactions Review of policies and Procedures
55.B.01	Signatory Authorisation levels Updated
55.B.02	Lease Agreement for Aviation Technology Centre (ATC) Property [5 year]
55.B.03	Authority to enter contract to spend >€1m for supply of wired and wireless network
	infrastructure
55.B.04	TU Dublin Protected Disclosure Policy – minor amendment
55.B.05	Expression of Interest to expand Apprenticeship
55.C.01	University Executive Report
55.C.02 i	Update on Draft Financial Statements 2023
55.C.02 ii	Monthly Cash and Bank Balance Update
55.C.02 iii	(S64) Update on Budget 24 impact on the Financial Recovery Plan (FRP)
55.C.02 iv	(S64) BDO Finance Function Update [07.10.24]
55.C.02 v	(S64) Update on Mazars Report
55.C.04 i	Strategic Plan Update [Head of Strategy & Planning]
55.C.04 I a	Final draft of the Performance Agreement
55.C.04 ii	Innovation Plan Update
55.D.01	University Seal Register Report
55.E.01 i	EDIC Meeting Report – 18th September 2024
55.E.01 ii	EDIC Annual Report to Governing Body
55.E.01 iii	FPC Meeting Report – 23 rd September 2024
55.E.01 iv	ARC Meeting Report - Meeting 39 (1 st October 2024)



55.E.01 v	S64/Ardú Committee Meeting Report
55.E.01 vi	President Recruitment Selection Committee Report
55.E.02 i	ARC Minutes - Meeting 38 (30th July 2024)
55.E.02 ii	EDIC Minutes -Meeting 21 (29th May 2024) and Meeting 22 (17th June 2024)
55.E.02 iii	FPC Minutes - Meeting 25 (30th May 2024)
	Documentation circulated at meeting
55.C.03	SRMS Update
	Chaplaincy Petition

Ref	Ітем	Decision
	– Standard Items	
55.A.01	WELCOME AND INTRODUCTION	
	INTRODUCTION, ATTENDANCE AND APOLOGIES	
	The Chair welcomed everyone and noted apologies for this meeting.	Noted
55.A.02	PROPOSED MEETING AGENDA	Approved
	The agenda for the meeting, as had been circulated, was approved and adopted; noting that agenda item 55.C.03 would be considered at 10:15am.	Proposed: W Johnston Seconded: E Maher
55.A.03	DECLARATION OF CONFLICTS OF INTEREST	
	The Chair noted there were no conflicts of interest declared by members present.	
55.A.04	Declaration of Confidentiality –All members present agreed to abide by strict confidentiality.	Noted
55.A.05	Draft Minutes Governing Body Meeting 52 (10th July 2024)	
	A minute had changed from an earlier circulation and, after consideration by members, it was agreed to revert to the original text.	Approved Proposed: A O'Toole Seconded: E Maher
	The process by which minutes are to be prepared for circulation to members was affirmed as being first the secretariat compiles and formats the minutes, this is then reviewed by University Secretary followed by final review and approval to circulate being sought from the Chair. It was agreed to minute this as being required as part of good corporate governance.	Noted
	Draft Minutes Governing Body Meeting 53 (28th August 2024)	Approved
	The draft minutes as circulated were approved.	Proposed: L Shoemaker Seconded: W Johnston
	Draft Minutes Governing Body Meeting 54 (24th Sept 2024)	Noted
	Prior to the meeting, a proposal had been made to include in the minutes a summary of the letter to the HEA which had been discussed as the document was not in the committee papers of 24th September 2024. This amendment was agreed.	
	Members considered whether the minutes should also reflect that there was agreement to progress addressing clarity in relation to the governance matters raised in the letter as soon as possible with progress to be evident in November. It was agreed to update the action log accordingly.	Action ³
	The updated minutes for the meeting of 24 September 2024 were approved.	Approved Proposed: E Maher Seconded: L Shoemaker
55.A.06	MATTERS ARISING	
	Governing Body Action Log	Noted
	Members discussed updates on actions including:	
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	Item #3: Reserved Matters. It was noted that the Governance Renewal exercise is expected to commence in Q4 2024 and will include joint workshops between the GB and UET. The procurement process is at completion stage. The successful service provider will engage with the Governing Body Chair and the Interim President to confirm the scope and detailed process.	
	Item #14: Management Accounts. This action remains open and is on the agenda under the Finance update.	
	<i>Item#30:</i> Consultancy Fees analysis. It was noted that limited weighting should be put on providing historical consultancy fees, in setting go-forward expectations, since coding of what constituted consultancy fees may not have been consistent. The CFO agreed to bear this action item in mind re current and future Financial Statements.	
	Item #15: Disciplinary Policy. It was confirmed that updating of disciplinary procedures was on track for brining to Academic Council and ARC before presentation to Governing Body for review and approval.	
55.A.07	HEA CORRESPONDENCE	
	I. AGS 23 Confirmation Request re Student Numbers	Noted
	In relation to the query regarding student numbers that supported grants for 2023; following an initial response and a further request, a phone discussion has been requested to clarify what further is required. Discussions with the HEA concerning the governance matters should be considered as 'on-going'	
	II. HEA from Letter re AGS23 (25.09.24) and response	
	Governing Body agreed the proposed responses as appropriate for submission to the HEA.	Agreed
	III. HEA CEO email to Governing Body Chair 26.09.24	Noted
	Governing Body noted the response from the HEA CEO confirming an extension of the deadline to provide comment and factual checks on the draft Mazars report.	Noted
	IV. GB Response 30.09.24 to CEO HEA email 26.09.24	Noted
	V. HEA - Capital Projects and Property Transactions Review of policies and Procedures	Noted
	Whilst it was noted that the queries in relation to property acquisitions were slightly unclear the sectoral concern was understood and a contact point being the VP Sustainability, has been provided to the HEA as requested.	
55.A.08	Financial Recovery Plan (FRP) Submission to HEA (11.10.24)	Documents already provided at 24 Sept 24
	The FRP papers were submitted by the agreed deadline, in line with what had been discussed with Governing Body at the special GB meeting of 24 th September 2024. Final versions of the submission are available for viewing in the offices of the Interim President and ICFO. Members expressed thanks to the Executive who had been involved in preparing the plan detail and supporting materials, noting the significance of the documents produced.	Meeting
	The President, on behalf of the Executive team, expressed thanks to members of the Governing Body who had put significant time into ensuring the recovery of the University noting that GB roles are non-remunerated.	Noted
	Section B – Items for Approval	
55.B.01	FINANCE ITEMS	
	Signatory Authorisation Levels updated	
	Members requested that the ICFO nominated person wording should be tightened to clarify that the nominee is of sufficient seniority (e.g. direct report of CFO or named role). The ICFO indicated that his nominee would be a member of the Finance Senior Leadership team.	



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	Subject to making this clear the updated Signatory Authorisation Levels were approved.	Approved Proposed: E O'Shea Seconded: M Gately
	CAMPUS PLANNING	occonded. In Oalchy
	Lease Agreement for Aviation Technology Centre (ATC) Property [5 year]	Noted
	The Executive clarified that the process had been thorough in considering alternative options.	
	A question of whether the associated programme income was sufficient to cover the cost of the lease, and other costs, was raised. The Interim President advised that it is his understanding that it does but he would make further enquiries and confirm at the next meeting.	Noted
	Members were advised that when the proposal was reviewed at the Governing Body Finance and Property Committee (FPC) they had remarked on the strategic importance of maintaining aviation related educational programmes in the University and the country.	
	It was requested that papers provided to Governing Body should better reflect relevant points discussed at FPC.	
	Governing Body approved the request for the University to enter into a 5-year lease for the ATC.	Approved Proposed: E O'Shea Seconded: E Maher
55.B.02	PROCUREMENT CONTRACTS	
	Authority to enter contract to spend >€1m for supply of wired and wireless network infrastructure	
	The ICFO undertook to do check the arrangements for entering into Service Level Agreements (SLAs).	
	Governing Body approved the request for the University to enter into a contract to spend >€1m for the supply of wired and wireless network infrastructure.	Approved Proposed: A O'Toole Seconded: M Gately
	POLICIES/STATEMENTS	occonded. In Outery
	TU Dublin Protected Disclosure Policy – minor amendment	
	The Executive proposed a minor amendment to section 6.3 of the Policy relating to the Protected Disclosures Review Group (PDRG) membership which is quite prescriptive. The update allows for alternative membership where a named member cannot serve for example due to conflict of interest or absence.	
	A full review of the policy will be conducted in conjunction with legal advisors as part of the	
	University's commitment to continuous improvement and to take account of the lessons learned from the practical implementation of the current approved policy and is anticipated to be submitted for review in February 2025.	
	Governing Body approved the updated policy.	Approved Proposed: M Cooke Seconded: W Johnston
	COMPLIANCE	
	Expression of Interest to expand Apprenticeship	Noted
	Professor James Curtin, Dean of Engineering and the Built Environment joined the meeting.	
	The Dean outlined the proposals which are already progressing in relation to seeking funding to expand apprenticeships.	
	Members sought clarity regarding how the funding would be used and how the staffing required to expand would be ensured in light of current cost constraints. It was noted that ring fenced resourcing to enable expansion has been factored into future planning.	



Ref	Ітем	Decision
	Members noted that expansion was sought in all categories of apprenticeship and discussed the particular opportunities and needs in relation to Electrical Apprenticeships.	Noted
	The Chair endorsed the expansion plans noting the alignment with HEA priorities.	Approved Proposed: L Shoemaker Seconded: E O'Shea
	Members asked to be kept informed in relation to the separate submissions	Noted
	UET Appointment - Interim Dean Sciences and Health	Noted
	Approved via Chair's Action (16.09.24)	
	Section C – Executive Reports	
55.C.01	University Executive Report	
	- Pastoral care update	Noted
	Members considered a matter raised in relation to Pastoral Care and Chaplaincy arrangements. Hard copy documentation, including a petition was distributed to Governing Body at the meeting by a Member. The petition was supported by over one thousand staff signatures and multiple testimonials, raising a concern that the current 24/7 Chaplaincy was to be replaced by a 9-5, much diminished, case manager service.	
	The Interim President clarified that the UET had approved an alternative approach to providing pastoral care whereby a pastoral care team would be employed to provide the service. He noted that UET were committed to there being no diminution of the service to student, and that in a different model, the issue of the service being available outside normal working hours would have to be addressed. He also noted the value of the Pastoral Care Chaplaincy Service over many years and stated that there was never any intention to remove a Pastoral Care Chaplaincy Service. Furthermore, he stated that any proposed change to the service was not motivated by financial considerations.	
	It was noted that the Chaplaincy service was a service for students paid for from student funds. The Student's Union President was invited to comment and remarked that the SU would wait until there was a proposal to review before commenting.	
	Members agreed that the Pastoral Care Chaplaincy services were very valuable to the life of the University and that appropriate time should be taken to consider the best arrangements going forward. To that end members considered that there should be an extension of existing arrangements to enable this, subject to the provisions of the contract.	
	This was formulated into the following proposal:	Approved
	That, notwithstanding the value of same, or standing orders or protocols concerning the presentation of contracts for approval to the Governing Body, the Governing Body considers and decides that, to provide for a period of reflection on the future of the Pastoral Care and Chaplaincy Service, the existing contract for the provision of the Pastoral Care and Chaplaincy Service shall be extended for 24 months until April 2027.	Proposed: E O'Shea Seconded: P Kelly
	The Governing Body delegated to the Chair the responsibility to implement the foregoing, and to decide on and deal with any practical matters arising in relation thereto, within the spirit of the Governing Body's decision that the contract for the Pastoral Care and Chaplaincy Service shall continue and be extended until April 2027.	
	Other Items of note from the UET report	Noted
	The President updated on a range of other matters including:	



		TECHNOLOGICAL UNIVERSITY DUBLIN
Ref	Ітем	Decision
	<i>CyberArk</i> – A question was communicated from the Student Union and by a member of Governing Body in relation to a web article that linked TU Dublin to CyberArk. The Interim President clarified the situation: TU Dublin does not have a contract with CyberArk; CyberArk are a supplier to a company (SoftCat PLC) that TU Dublin engaged through a procurement process in 2022 to provide cybersecurity services. In 2024 additional functionality was added to the already procured package in order to mitigate a risk, rated as 'important', that arose from an internal audit, which was 'a lack of testing of third party required controls may lessen TU Dublin's assurance regarding the controls in place at parties providing services to TU Dublin, which could weaken TU Dublin's security posture.' A case study was produced by CyberArk in relation to the deployment of their technology in TU Dublin and appeared on their website, as did an article on their website. These were not approved by the proper channels in TU Dublin. On that basis TU Dublin has asked CyberArk to remove the web-articles. The statement on Gaza, made by TU Dublin on 07 June 2024, is accurate.	Noted
	 Members asked whether alternatives to CyberArk could be considered. It was noted that TU Dublin does not have a specific policy in relation to dealing with Israeli companies. Members asked that the protocol in relation to University endorsements in case studies be made clear and be followed by staff. 	Noted
	The Chair asked that Governing Body be kept update on this matter.	Noted
	Asylum Seekers Funding : the President flagged to Governing Body that the University has experienced a surge in demand for the 15 International Protection Applicant Scholarships this year, with applications being received. This has resulted in unsuccessful applicants, in some cases, seeking fee waivers.	
	Some investigations are underway in relation to options to find funding while also exploring whether there can be a national response.	
	Members discussed options to engage staff, social partners, EDIC, as well as Corporate partners who may be in a position to fund additional supports; this was discussed as a positive for both the applicants requiring financial support and the company providing the funding.	Noted
	Grangegorman Geothermal Project : The Interim President notified Governing Body in relation to a potential risk of a shortfall in funding for the geothermal project, which will involve the funding of an exploratory well on the Grangegorman Campus. UET will prepare a paper for the Finance and Property Committee, with a recommendation that the funding risk be accepted.	Noted
	Academic Hub – The Interim President said that he understands from the GDA that the current estimated completion date is April 2025.	Noted
	The Chair asked that a further update be given at the next meeting.	Noted
	Pan European Degrees – The Chair asked how prepared TU Dublin was for Pan European University degrees. The Interim President noted that our level of preparedness is in line with other Universities involved in European University initiatives.	Noted
	Compliance Update – Members requested that more detail on FOI requests and Protected Disclosures be shared with Governing Body. The University Secretary agreed to update the FOI report accordingly and communicate the broad issues raised within Protected Disclosures while ensuring required confidentiality is maintained as required within the Act.	Agreed
55.C.02	Finance Reports	
	I. Update on Draft Financial Statements 2023	Noted
	The ICFO went through a schedule of adjustments to the draft Financial Statements for the year ended 31 August 2023 He noted that further work to validate these figures is being completed and final figures would be brought to the ARC meeting of 12 November 2024.	



Ref	Ітем	Decision
	II. Monthly Cash and Bank Balance Update	Noted
	Noted as read.	
	III. (S64) Update on Budget 25 impact on the Financial Recovery Plan (FRP)	Noted
	The ICFO provided an update on the funding situation over twelve months and on the potential implications of the Government Budget 2025.	
	Members enquired about areas including the implications for TU Dublin PhD stipends and implications of the core state grant changes on the FRP – the ICFO noted that the rate of reimbursement for pay increases has a greater impact than any change to PhD stipends.	
	The ICFO is also progressing the Income Allocation Model. The Chair asked that an update on this be brought to the Governing Body Finance and Property Committee, when ready.	Action 39
	It was noted that the executive governance for this would be through the new Transformation Board.	
	IV. (S64) BDO Finance Function Update [07.10.24]	Noted
	It was noted that this formed part of the submission to the HEA under s64 and covers the work streams beneath the finance structure which will be considered by HR and IR within the University.	
	V. (S64) Update on Mazars Report	
	No update provided by Mazars at this time.	
55.C.03	SRMS Update	Noted
	Dr K Carroll Education Model & Student Record Management System Programme Lead and Ms M Murphy, Head of Recruitment, Admissions and Participation, joined the meeting	
	The Chair introduced the topic pointing out the importance of delivering this project in enabling the University Education Model and in the delivery of the University's strategy. He pointed out the large scale and complexity of the project.	
	Dr Carroll made a presentation covering:	
	 The background and objectives of SRMS The budget, funding, costs to date and expectations overall The progress against 9 workstreams and most challenging deadlines remaining The biggest challenges and risks 	
	Overall, Dr Carroll reported that the project continued to be on course for delivery by Q3'25 but that we are now in the period of greatest risk. There are areas of overall cost uncertainty such as the integration to other systems and the additional resources required.	
	Members explored a wide range of questions with Dr Carroll and Ms Murphy including:	
	- What risks do we run if Q3'25 is not achieved?	
	The on-going stability of legacy systems particularly for City Campus is a major concern. In response to questions on contingency Dr Carroll explained that these systems were backed twice per day to ensure limited loss of data.	
	- What reporting will be available at Q3'25?	
	Q3'25 is a start rather than an end point; by Q3'25 basic reporting broadly replacing what is currently in place will be provided via Argos software which has the potential for improved reporting that should develop further with the adoption of Insights software.	
	- What is the greatest challenge?	
	Data migration is extremely complicated due to interrelations and interdependencies. It was noted that, related to this complexity, there is huge pressure on staff subject matter experts (SME's) to assist in	



Ref	Ітем	Decision
	resolving data matters and a need for more SME's to be made available. There are also other staff bottlenecks of demand in technical areas.	
	 What should TU Dublin conclude from the challenges encountered by other Universities in implementing this software? 	
	TU Dublin has taken a different approach to those Universities who have had most difficulty with implementation and should not therefore encounter the same issues; nonetheless it was noted that the risks faced should not be underestimated.	
	Other questions and comments were made relating to data ownership, cyber security, system ownership post-delivery, overall cost estimate (and the security), running costs, additional funding options, value for money, automation of regulatory reporting, follow-on work such as retention of information on past students and support for engagement with alumni, path to getting required resources and further updates to Governing Body.	
	The President noted that the UET had engaged in a workshop to identify SME resources that could be made available to the project and work was now underway to enable this.	
	With respect to specialist skills Dr Carroll noted that the most pressing vacancies currently were for a project manager and a data analyst.	
	Dr Carroll undertook to look into options and appropriate timing for value of money review.	
	Members expressed their support and that of the whole University for the efforts that the team are making in respect of delivering this project. The Chair thanked Dr Carroll and Ms Murphy for their presentation, and they left the meeting.	Noted
55.C.04	I. Strategic Plan Update [Head of Strategy & Planning]	
	Ms M Whelan joined the meeting,	
	TU Dublin Performance Agreement – Final Draft	Noted
	Ms Whelan outlined the University's contract with the HEA (Performance Agreement) in relation to the national agenda. A metric on PhD completions has been added to the final draft presented. It is expected that this will be agreed by the HEA in November 2024.	
	The Chair asked about the University's performance on PhD completions, but there is currently sparse data on this as yet as the starting point is the inception of the University (January 2019) and there is a significant lag time for PhD's. The University are tracking this going forward.	Noted
	The Chair remarked that we outperform on a number of measures and that there is opportunity to highlight this.	
	Members asked about student number projections relating to the strategic plan. Ms Whelan remarked that this will not be known until the November census (SRS Return).	
	The Chair thanked Ms Whelan and Ms Whelan left the meeting.	
	II. Innovation Plan Update	Noted
	The Vice President for Research and Innovation, Dr Brendan Jennings and the Head of Knowledge Transfer, Dr Paul Maguire, joined the meeting.	
	Dr Jennings advised the members that Innovation is an area of strength for TU Dublin and that the University is currently the best in the sector pro-rata in terms of knowledge transfer. The intention is to retain this position as the University grows.	
	Dr Maguire briefed members on performance on how the University has achieved #1 and #2 position in 'Licences' and 'Spin-Outs'.	
	Members noted that this was a strong 'good-news' story that should be promoted and shared widely.	



Ref	Ітем	Decision
	Dr Jennings noted that we have further ambitions relating to 'Impact' where we are not as yet as strong. Members endorsed this and asked for further insight to our strategy for 'Impact' when the topic is next at Governing Body.	
	The Chair thanked Dr Jennings and Dr Maguire and they left the meeting.	
	Section D – Items for noting	
55.D.01	University Seal Register Report	
	Governing Body noted the University Seal Register Report (30 September 2024) from the University Legal Counsel confirming documents to which the seal of TU Dublin had been applied during the period 13 August 2024 to 30 September 2024.	Noted
	Section E – Council and Committee Minutes and Reports	
55.E.01	COMMITTEE MEETING REPORTS	
	i. EDIC Meeting Report – 18 September 2024	Noted
	ii. EDIC Annual Report to Governing Body	Noted
	iii. FPC Meeting Report – 23 rd September 2024	Noted
	iv. ARC Meeting Report - Meeting 39 (1st October 2024)	Noted
	The Chair of ARC remarked that the Internal Audit rating for the year ended 31 August 2024 may move back to 'Limited' Assurance rather than 'General' but that this was largely driven by historical/legacy actions not being completed on time rather than issues with finance reports.	
	He noted that the Executive are currently reviewing historical actions on the Internal Audit Tracker with Deloitte.	
	v. S64/Ardú Committee Meeting Report (verbal)	Noted
	The Chair indicated that the S64/Ardú committee is expected to continue until the University exits the process with HEA.	
	vi. President Recruitment Selection Committee Report	Noted
55.E.02	COMMITTEE MINUTES	
	i. ARC Minutes - Meeting 38 (30th July 2024)	Noted
	ii. EDIC Minutes - Meeting 21 (29th May 2024) and Meeting 22 (17th June 2024)	Noted
	iii. FPC Minutes - Meeting 25 (30th May 2024)	Noted
	Section D – Items for noting	
	Next Governing Body Meeting	
55.D.01	Next Regular Governing Body Meeting 56 (27th November 2024)	Noted
	As there is a gap between the December and February meetings a Member requested scheduling of a January meeting. It was agreed to consider a strategy day combined with a meeting in January. The University Secretary reminded members that a series of workshops was envisaged as part of the Governance Renewal which may run from November 2024 through to February 2025.	
	A joint lunch with the Governing Body and the UET is being arranged with a potential date being 4th November 2024.	
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	SIGNED DATE: 27 th November 2024 Charles Larkin, Chair	