

Technological University Dublin Governing Body MINUTES

- MEETING 25:** Wednesday 23rd June 2021 (08.00 – 11.00) – Electronic Meeting
- PRESENT:** 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 N Burns, Dr M Carr, Ms E Carroll, Ms R Gorman, Mr J Grant, Ms P Kelly, Dr C Larkin, Dr M Marjoram, Mr J McCarthy, Ms C Clune Mulvaney, Mr C O'Donovan, Dr S O'Shaughnessy, Ms A O'Toole
- APOLOGIES:** Dr C Duffy, Ms É Finan (Deputy Chair)
- IN ATTENDANCE:** Dr M Meaney (Registrar & Deputy President), Mr D Murphy (Chief Operations Officer & University Secretary)
- INVITED:** Mr D Kinsella (Partner, Deloitte) – Minute Items [25.01.08(1b),(1c),(2c)] and [25.01.10(2a)]
Ms S Bonar (Director, Deloitte) – Minute Items [25.01.08(1b),(1c),(2c)] and [25.01.10(2a)]
- SECRETARIAT:** Ms Y Cooke
- DOCUMENTATION:** **Circulated prior to meeting**
1. [\[25.01/01\(a\)\]](#) Governing Body Ministerial Nominees Appointment – (Memorandum 23rd June 2021 – Section 12(1)(e))
 2. [\[25.01/04\]](#) Agenda – Governing Body Meeting 25 (23rd June 2021)
 3. [\[25.01/05\]](#) Draft Minutes – Governing Body Meeting 24 (12th May 2021)
 4. [\[25.01/08\(1\)\(a\)\(i\)\]](#) TU Dublin Annual Report 2020 (Memorandum 23rd June 2021)
 5. [\[25.01/08\(1\)\(a\)\(ii\)\]](#) Draft TU Dublin Annual Report 2020 (Text and Electronic Version)
 6. [\[25.01/08\(1\)\(b\)\(i\)\]](#) TU Dublin Charities Annual Record Report 2020 (Memorandum 23rd June 2021)
 7. [\[25.01/08\(1\)\(b\)\(ii\)\]](#) TU Dublin Confirmation Statement – Charity Returns for TU Dublin 2020
 8. [\[25.01/08\(1\)\(b\)\(iii\)\]](#) Draft TU Dublin Charities Annual Record Report 2020
 9. [\[25.01/08\(1\)\(c\)\(i\)\]](#) TU Dublin Programmes and Budgets Submission to the HEA 2021-2024 (Memorandum 23rd June 2021)
 10. [\[25.01/08\(1\)\(c\)\(ii\)\]](#) TU Dublin Programmes and Budgets Submission to the HEA 2021-2024
 11. [\[25.01/01\(d\)\]](#) Governing Body Staff Members Appointment (Memorandum 23rd June 2021 – Section 12(1)(c) and (d))
 12. [\[25.01/08\(2\)\(a\)\]](#) University Seal Register Update (Memorandum 23rd June 2021)
 13. [\[25.01/08\(2\)\(b\)\]](#) Draft Governing Body Compliance and Reporting Schedule 2021/2022
 14. [\[25.01/10\(1\)\]](#) University Executive Report (23rd June 2021)
 15. [\[25.01/10\(1\)\(iv\)\]](#) University Executive Report (Impact of Covid19)
 16. [\[25.01/10\(1\)\(v\)\]](#) University Executive Report (TU Dublin Submission to Joint Committee on HEA Act 2021 (14th June 2021))
 17. [\[25.01/10\(3\)\(a\)\]](#) ARC Chair's Report (23rd June 2021)
 18. [\[25.01/10\(3\)\(a\)\]](#) EDIC Chair's Report (23rd June 2021)
 19. [\[25.01/10\(3\)\(a\)\]](#) FPC Chair's Report (23rd June 2021)
 20. [\[25.01/10\(3\)\(b\)\]](#) ARC Approved Minutes – Meeting 13 (12th March 2021)
 21. [\[25.01/10\(3\)\(b\)\]](#) ARC Approved Minutes – Meeting 14 (Members Only - 26th April 2021)
 22. [\[25.01/10\(3\)\(b\)\]](#) ARC Approved Minutes – Meeting 15 (Members Only - 10th May 2021)
 23. [\[25.01/10\(3\)\(b\)\]](#) EDIC Approved Minutes – Meeting 5 (10th February 2021)
 24. [\[25.01/10\(3\)\(b\)\]](#) EDIC Approved Minutes – Meeting 6 (23rd March 2021)
 25. [\[25.01/10\(3\)\(b\)\]](#) FPC Approved Minutes – Meeting 7 (11th March 2021)
- DOCUMENTATION:** No documentation circulated at the meeting

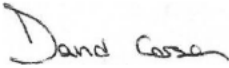
REF	ITEM	DECISION
Section A – Standard Items		
25.01/01	<p>WELCOME AND INTRODUCTION</p> <p>The Chair welcomed everyone to the meeting and wished to acknowledge that this was the first Governing Body meeting which comprised the complete membership complement of twenty-two members.</p> <p>On behalf of Governing Body the Chair thanked and acknowledged the contribution of the outgoing members, Mr James Barnes, Ms Ana Cañizares-Bejarano, Mr Lee Bennett, Ms Rebecca Gorman and Dr Martin Marjoram who would complete their term of office on 30th June 2021.</p> <p>a) <u>Governing Body Ministerial Nominees Appointment – TU Act 2018, Section 12(1)(e)</u> Governing Body approved the appointment of three ministerial nominees, Dr Norah Burns, Ms Catherine Clune-Mulvaney and Mr Conor O'Donovan recommended by the Chair as detailed in the accompanying Governing Body Ministerial Nominees Appointment Memorandum of 23rd June 2021.</p>	<p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: N Beecher Seconded: J Grant</p>
25.01/02	<p>The Chair welcomed and introduced the three newly appointed members to the meeting.</p>	NOTED
25.01/03	<p>APOLOGIES</p> <p>The Chair noted members' apologies for this meeting.</p>	NOTED
25.01/04	<p>MEETING AGENDA</p> <p>The Agenda for the meeting, as had been circulated, was approved and adopted.</p>	<p>APPROVED Proposed: C Larkin Seconded: J Grant</p>
25.01/05	<p>DECLARATION OF CONFLICT OF INTEREST</p> <p>The Chair noted there were no conflicts of interest declared by members present</p> <p>APPROVAL OF MINUTES</p> <p>The draft Minutes of the twenty-fourth meeting of the Governing Body held on 12th May 2021, as had been circulated, were approved subject to the following amendments:</p> <p>a) <u>Item [24.01/10(1)] TU Dublin Representative Body Membership – Irish Universities Ireland (IUA)</u> To include the following sentence, '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', in paragraph two.</p> <p>b) <u>Minute Item [24.01/10(3)(i)] Chief Operations Officer's (COO) Report</u> To replace the word 'document' with 'implementation' in paragraph two as raised by Dr M Carr.</p>	<p>NOTED</p> <p>APPROVED Proposed: J Grant Seconded: C Larkin</p>
25.01/06	<p>MATTERS ARISING</p> <p>The following items were raised and noted.</p> <p>a) <u>Governing Body Meeting Action Log</u> Governing Body noted that the current format of the meeting log is under revision.</p> <p>b) <u>Review of HR Selection Procedures (December 2020) Implementation</u> Governing Body noted that this matter would be covered under, [Agenda Item 25.01.08(2)(c)].</p> <p>c) <u>Matters for Governing Body Approval</u> Governing Body noted that this matter would be covered under the Matters Reserved for Governing Body, [Agenda Item 25.01.08(2)(c)].</p>	NOTED
25.01/07	<p>CORRESPONDENCE</p> <p>The Chair noted that the President and the COO confirmed that there was no material correspondence for the attention of Governing Body.</p>	NOTED

REF	ITEM	DECISION
Section B – Approval and Compliance Items		
25.01/08	<p>The Chair welcomed Mr David Kinsella (Partner) and Ms Stacy Bonar (Director) from Deloitte, who joined the meeting for agenda items [25.01.08(1b),(1c),(2c)] under this Section and [25.01.10(2a)] under Section D. Governing Body noted that Deloitte were supporting and assisting the University in a number of governance and compliance matters including these items.</p> <p>1. APPROVALS</p> <p>a) Draft TU Dublin Annual Report 2020 Governing Body noted the following in relation to the submission of the TU Dublin Annual Report to the Minister for Further and Higher Education, Research, Innovation and Science, and the HEA by 30th June 2021.</p> <ul style="list-style-type: none"> i) Memorandum of 23rd June 2021, confirming that the Annual Report as presented is compliant with the requirements set down in the TU Act 2018. ii) Draft TU Dublin Annual Report 2020. iii) A number of clarifications to be reflected in the final report including TU Dublin access percentages, period of the report and presentation of financial accounts. <p>On the basis of the recommendation received from the President, Governing Body approved the draft TU Dublin Annual Report 2020 presented and amended as per (3) above.</p> <p>b) TU Dublin Charities Annual Report 2020 Governing Body noted the following in relation to the submission of the TU Dublin Charities Annual Report 2020 to the Charities Regulator by 30th June 2021.</p> <ul style="list-style-type: none"> i) Memorandum of 23rd June 2021, summarising the process involved in submitting the TU Dublin Charities Annual Report 2020. ii) Draft TU Dublin Charities Governance Code Compliance Record Form 2020, prepared and presented by the University Executive to the Governing Body Audit and Risk Committee (ARC) on 11th June 2021. iii) TU Dublin Confirmation Statement from the President and the COO confirming the Charity returns for TU Dublin are in order to be filed. iv) Recommendation from ARC that a TU Dublin Confirmation Statement is presented annually confirming the relevant Charity returns for TU Dublin have been reviewed and are in order to be filed with the Charity Regulator. v) Recommendations following a review by Deloitte of the draft TU Dublin Charities Governance Code Compliance Record: <ul style="list-style-type: none"> • The current approved Governing Body Code of Conduct to be circulated to all Governing Body members for their individual signature. • To ensure TU Dublin Charity Registered Number is visible on the University website and staff external communications. <p>On the basis of the Confirmation Statement received from the President and the COO, ARC recommended and Governing Body approved the draft TU Dublin Charities Governance Code Compliance Record Form, in order to complete the TU Dublin Charities Annual Report 2020 online submission process.</p> <p>c) TU Dublin Programmes and Budgets 2021-2024 Governing Body noted the following in relation to the TU Dublin Programmes and Budgets HEA Submission 2021-2024 to the HEA .</p> <ul style="list-style-type: none"> i) Memorandum of 23rd June 2021, summarising the critical assumptions upon which TU Dublin Programmes and Budgets HEA Submission 2021-2024 were prepared. ii) TU Dublin Programmes and Budgets HEA Submission 2021-2024, prepared and presented by the University Executive Team (UET) to the Governing Body Finance and Property Committee (FPC) on 10th June 2021. iii) Governing Body noted a number of observations and queries raised relating to the submission including, the staff student ratio, future change to the presentation format of the budget data to provide actual data and unified reporting to the FPC and ARC, and a move towards a financial year rather than an academic year end. <p>On the basis of the confirmations received from the UET, the FPC recommended and Governing Body approved the TU Dublin Programmes and Budgets HEA Submission 2021/24.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">APPROVED Proposed: C Larkin Seconded: N Beecher</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED SECRETARIAT NOTED COO</p> <p style="text-align: center;">APPROVED Proposed: J McCarthy Seconded: J Grant</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">APPROVED Proposed: A O'Toole Seconded: C Larkin</p>

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Section B – Approval and Compliance Items		
25.01/08	<p>d) Governing Body Staff Members Appointment – TU Act 2018, Section 12(1)(c) & (d) Governing Body approved the appointment of Dr Pamela Kelly, Mr Eamonn Maher, Dr Susan O'Shaughnessy and Ms Maggie Ryan, as recommended by the COO following completion of the staff members election process with an effective date of 1st July 2021.</p> <p>2. COMPLIANCE</p> <p>a) University Seal Register Report (Memorandum 10th June 2021) Governing Body noted the Memorandum from the University Secretary, (10th June 2021), confirming documents to which the TU Dublin seal had been applied during the period 26th April 2021 to 10th June 2021.</p> <p>Governing Body noted that the final five property transfers, (Lots 1-5) listed on the report are the first properties to be legally transferred to TU Dublin from the Grangegorman Development Agency (GDA), which marked a significant milestone for the University.</p> <p>b) Draft Governing Body Compliance and Reporting Schedule 2021/2022 Governing Body noted the draft Governing Body Compliance and Reporting Schedule 2021/2022 for information. When finalised, this schedule will ensure the Governing Body meeting dates and the University compliance requirements are aligned, and the proposed Governing Body meeting schedule will be based on this and circulated to members as soon as possible.</p> <p>c) Matters Reserved for Governing Body</p> <p>i) Update on Review of HR Selection Procedures (December 2020) Implementation Governing Body noted that Deloitte are currently carrying out a Human Resources Staff Recruitment Audit and as part of this exercise included a Review of the Human Resources Selection Procedures (December 2020) Implementation at the request of the ARC.</p> <p>Mr Kinsella informed members that this review focused on whether any of the unapproved amendments to the Human Resources Selection Procedures document had affected the outcome of any appointments that had occurred during the period when these amendments had not been approved by Governing Body (May 2019 – December 2020). Mr Kinsella summarised the process involved in this review which involved thirteen positions out of a total of over 300 recruitment competitions carried out during this period and the examination of the process and supporting documentation for these positions. Mr Kinsella confirmed that there was no evidence to suggest that the outcome of these appointments would have been any different based on the unapproved amendments made to the document.</p> <p>Governing Body noted the following recommendations from Deloitte:</p> <ol style="list-style-type: none"> 1. Amendments to internal documents should be approved in advance by the body who ratified the document initially. 2. Ensure a clear distinction between internal policy documents and standard operating procedures (SOP's), with each type of document sanctioned by the appropriate approval body. 3. The report on the Human Resources Selection Procedures (December 2020) Implementation review to be provided to Governing Body following its presentation to ARC. <p>Governing Body noted that important matters coming to Governing Body for information which have a significant impact on the University are extremely useful, and allow members to discuss and hear different viewpoints expressed on these matters.</p> <p>Governing Body noted that TU Dublin have commenced a full review of University policies to enable a clear distinction between policy and SOP documents.</p>	<p style="text-align: center;">APPROVED Proposed: N Beecher Seconded: J McCarthy</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p>

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Section B – Approval and Compliance Items		
25.01/08	<p>ii) Update on Student Booking Fee Deposit Correspondence Governing Body noted that this item has been referred for review to the ARC from the Chair of Governing Body.</p> <p>iii) Review of Reserved Matters for Governing Body Governing Body approved the ARC recommendation that a review of Matters Reserved for Governing Body would be conducted.</p>	<p>NOTED</p> <p>APPROVED Proposed: J McCarthy Seconded: J Grant</p>
Section C – Strategic Items		
25.01/09	<p>STRATEGIC PLAN UPDATE Governing Body noted that this item would be covered under the University Report, [Agenda Item 25.01.09(1)(a)].</p>	NOTED
Section D – Executive and Committee Reports		
25.01/10	<p>I. UNIVERSITY EXECUTIVE REPORT Governing Body noted the University Executive Report as had been circulated to members was now a single report from the Executive and also incorporated an update on the strategic plan. A number of areas were further discussed at the meeting including:</p> <p>i) HEA Strategic Dialogue ii) Strategic Plan Update iii) Organisational Design iv) TU Dublin Submission to Joint Committee on Education, Further and Higher Education, Research, Innovation and Science on the HEA Authority Bill 2021 Governing Body noted members concerns expressed relating to the impact of this proposed legislation in relation to the proposed reduced number of members who would sit on Governing Bodies. This would significantly affect the competency range available on Governing Bodies, particularly for Technological Universities who have a broader range of functions and a regional remit compared to traditional Universities.</p> <p>Governing Body noted that the President had commenced a dialogue with DFHERIS in relation to the membership changes proposed in the draft legislation and had advised DFHERIS that 22 members is not an overly large number when taking into account the breadth of competencies and expertise required among the membership. Governing Body noted that representation from Governing Body should be included in this dialogue.</p> <p>Governing Body noted that the IUA had made a submission on behalf of its members and requested that a copy of this document be circulated to members.</p> <p>v) Impact of Covid-19 <u>(Extract from Equality and Inclusion Staff Survey Preliminary Report 2020)</u> Governing Body noted the importance of this survey and the impact of Covid19 on the University particularly surrounding the identity, collaboration and well-being of individual staff members and to understand the response to these results and how they are addressed by the executive.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED CHAIR/PRESIDENT</p> <p>NOTED SECRETARIAT</p> <p>NOTED</p>

REF	ITEM	DECISION
Section D – Executive and Committee Reports		
25.01/10	<p>vi) TU Dublin UET Appointments Following a lengthy discussion on the role of Governing Body in the UET recruitment process and the next step required in the appointment of UET candidates, Governing Body members agreed the following:</p> <ol style="list-style-type: none"> 1) An anonymised report from the President to be circulated to members of Governing Body detailing the UET recruitment process followed and its compliance with the University's approved recruitment, selection and appointment policy and procedures, leading to the next step in the appointment process. 2) Confirmation from DFHERIS and DPER relating to the structure and approach taken for the nine UET posts to be included in this report. 3) To seek electronic approval from Governing Body members in relation to the UET recruitment process and to authorise the University to proceed to the next stage of the UET appointment process. <p>Governing Body noted Dr M Carr's request to include the names of the successful candidates in the approval process by members of Governing Body. The Chair expressed concerns in relation to the validity of this request and the potential confidential risk involved and stated that this information would remain anonymous in the President's report to be circulated to Governing Body members.</p> <p>vii) ICT Position Governing Body noted that this post will be filled by September 2021. Governing Body also noted that significant work has taken place in relation to the recent cyber security issues with external assistance to assist and support ICT staff in addressing these issues.</p> <p>2. COMMITTEE CHAIR'S UPDATE</p> <p>a) ARC Chair Update The ARC Chair briefed members on the following:</p> <ol style="list-style-type: none"> i) Deloitte are continuing to assist management with the work to ensure that there is adequate assurance and documentation of all items requiring certification in respect of year ended 31st August 2020. ii) A number of internal and external procurement audit exercises have and are currently taking place through Deloitte. iii) Recommendation that the financial statements and year end reports for the year ended 31st August 2021 should be filed no later than six months after the year end or within one month of certification by C&AG whichever occurs first. This would bring TU Dublin in line with the reporting requirements of the Code of Practice for the Governance of State Bodies and with practice in the marketplace. iv) Transition phase of Heads of Functions to new roles <p>The Governing Body Chair wished to thank and acknowledge the ongoing work being done by the COO and his team, and the members of the ARC.</p> <p>b) FPC Chair Update Governing Body noted that there is a legal dispute currently ongoing [REDACTED] which relates to a freehold issue. A further update on the status of this issue will be advised to Governing Body and FPC at their next scheduled meetings.</p> <p>Governing Body also wished to formally acknowledge the work and contribution of Dr Noel O'Connor (former Director of Student Services - City), who has recently retired in relation to the development of the Grangegorman campus.</p>	<p style="text-align: center;">AGREED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">APPROVED Proposed: C Larkin Seconded: J Grant</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p>

REF	ITEM	DECISION
Section D – Executive and Committee Reports		
25.01/10	<p>3. COMMITTEE MINUTES AND REPORTS Governing Body noted the Committee Minutes will now be uploaded to the Portal as they are approved.</p> <p>a) Committee Chair's Reports (ARC, EDIC, FPC) Governing Body noted the ARC, EDIC and FPC Reports of 23rd June 2021, as had been circulated to members.</p> <p>b) Approved Governing Body Committee Minutes (ARC, EDIC, FPC) Governing Body noted the approved Minutes of the ARC, EDIC and FPC meetings, as had been circulated to members.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p>
Section E – Standard Items		
25.01/11	<p>ANY OTHER BUSINESS</p> <p>a) Appointment of Governing Body Member to the ARC Committee Governing Body approved the appointment of Governing Body member, Ms Éilish Finan, Deputy Chair and FPC Chair to the ARC with effect from this meeting date. Governing Body noted that new members will be appointed to Committees at the next Governing Body meeting including both external, staff and student members to fill existing vacancies on current Committees</p> <p>b) Induction for new Governing Body members It is anticipated that induction will take place for new members before the next Governing Body meeting.</p>	<p>APPROVAL Proposed: P Kelly Seconded: M Carr</p> <p>NOTED</p> <p>NOTED</p>
25.01/12	<p>MEETINGS</p> <p>a) Blended Governing Body meetings The Chair informed members that subject to Covid19 restrictions he anticipated blended Governing Body meetings would commence from the next Governing Body meeting, and reassured members that it was their decision to attend in person or via teams. Governing Body also noted that it was also intended to arrange a mini tour of Grangegorman for members after the next Governing Body meeting.</p> <p>b) Proposed Governing Body Away Day The Chair advised members that he intended to hold a Governing Body Away Day before the end of 2021 and would also include members of the UET and Heads of Functions as part of this event. The Chair informed members that he would set up a small working group which would include a representative from each cohort on the Governing Body and would be tasked with developing the draft programme for this event. The Chair invited expressions of interest from members to participate on this group, and would update the Governing Body on the status of this item at its next meeting.</p> <p>c) Next Governing Body Meeting Governing Body noted its next meeting would take place on Wednesday 25th August 2021 between 8.00-11.00am. This meeting would replace the scheduled meeting in September 2021.</p> <p>The Chair thanked members for their attendance and participation.</p> <p style="text-align: center;">  SIGNED _____ DATE: 25TH AUGUST, 2021. David Carson CHAIR </p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>