

# Technological University Dublin Governing Body MINUTES

**MEETING 36:** Wednesday 23<sup>rd</sup> November 2022 (08.00 – 11.00)

**PRESENT:** Mr D Carson (Chair), Professor D FitzPatrick (President), Ms V Biscary, Mr J Grant, Mr B Jordan, Ms P Kelly, Dr C Larkin (Deputy Chair), Ms A O'Toole, Ms M Ryan, Dr E Maher, Dr M Carr and Dr S O'Shaughnessy [Left the meeting – Section C]

**Electronic Attendance:**

Dr N Burns, Ms E Carroll, Dr C Duffy, Ms L Kavanagh, Mr J McCarthy, Ms C Clune-Mulvaney, Mr C O'Donovan, Ms J Perez

**APOLOGIES:** Full attendance

**IN ATTENDANCE:** Ms B Elliott (University Secretary & Head of Governance and Compliance)

**Agenda Sections C – D**

Mr D Murphy (Chief Operations Officer), Mr C Whelan (Head of Finance)

**SECRETARIAT:** Ms Y Cooke, Ms S Donovan

**DOCUMENTATION:** **Circulated prior to meeting**

1. Draft Agenda Governing Body Meeting 36 (23<sup>rd</sup> November 2022)
2. Draft Minutes - Governing Body Meeting 35 (12<sup>th</sup> October 2022)
3. Governing Body Action Log – Open Items (23<sup>rd</sup> November 2022)
4. Correspondence: FOI Request 24.10.22 – External Members
5. Correspondence: DFHERIS Letter – Sanction of Posts (4<sup>th</sup> November 2022)
6. Strategic Plan Executive Report (23<sup>rd</sup> November 2022)
7. University Executive Report (23<sup>rd</sup> November 2022)
8. Draft Letter of Representation Memorandum (23<sup>rd</sup> November 2022)
9. Draft Audited Financial Statements Memorandum (10<sup>th</sup> November 2022)
10. TU Dublin Procurement of Provision of Commercial Cleaning Services Memorandum (23<sup>rd</sup> November 2022)
11. Report on Review of Effectiveness of System of Internal Controls Memorandum (23<sup>rd</sup> November 2022)
12. University Response to HEA Annual Governance Statement Feedback 2020/21 Memo (23<sup>rd</sup> November 2022)
13. Draft University Risk Management Policy & Framework Memorandum (23<sup>rd</sup> November 2022)
14. TU Dublin Chief Risk Officer Memorandum (23<sup>rd</sup> November 2022)
15. Renewal of TU Dublin Annual Insurance Marsh Ireland Memorandum (10<sup>th</sup> November 2022)
16. University Seal Register Report (3<sup>rd</sup> November 2022)
17. Revised EDIC Terms of Reference Memorandum (8<sup>th</sup> November 2022)
18. Appendix A.07 – Correspondence: DFHERIS Letter – Sanction of Posts (4<sup>th</sup> November 2022)
19. Appendix A.08 – Governing Body Chair's Report
20. Appendix B.01 – Strategic Plan Executive Report (23<sup>rd</sup> November 2022)
21. Appendix B.02 – University Executive Report (23<sup>rd</sup> November 2022)
22. Appendix C01 – Draft Letter of Representation (Cash flow)
23. Appendix C02 – Draft Audited Financial Statements
24. Appendix C03 – TU Dublin Current Financial Position Update (Management Accounts)
25. Appendix C.04 – TU Dublin Procurement of Provision of Commercial Cleaning Services Contract
26. Appendix D.01 – Internal Audit Summary Report for 2021/2022
27. Appendix D.03 – Draft University Risk Management Policy & Framework
28. Appendix D.04 – TU Dublin Chief Risk Officer
29. Appendix D.07 – Internal Audit Report – Final Governing Body Effectiveness Review
30. Appendix E.01 – Revised EDIC Terms of Reference
31. Appendix E.02 – Committee Meeting Reports (AC/ARC/EDIC/FPC) and  
TU Dublin Internal Audit Plan (2023-2022)
32. Appendix E.03 – Committee Minutes (AC/ARC/EDIC/FPC)

**DOCUMENTATION:** **Documents circulated at the meeting**  
26. Appendix D.01 – Internal Financial Controls Review 2022


REF	ITEM	DECISION
<b>Section A – Standard Items</b>		
36.A.00	<b>WELCOME AND INTRODUCTION</b> The Chair welcomed everyone to the meeting.	<b>NOTED</b>
36.A.01	<b>APOLOGIES</b> The Chair noted full attendance for this meeting.	<b>NOTED</b>
36.A.02	<b>MEETING AGENDA</b> The Agenda for the meeting, as had been circulated, was approved and adopted.	<b>APPROVED</b> Proposed: C Larkin Seconded: S O'Shaughnessy
35.A.03	<b>DECLARATION OF CONFLICTS OF INTEREST</b> The Chair noted there were no conflicts of interest declared by members present.	<b>NOTED</b>
36.A.04	<b>APPROVAL OF MINUTES</b> The draft Minutes of the thirty-fifth meeting of the Governing Body held on 12 <sup>th</sup> October 2022, as had been circulated were approved.	<b>APPROVED</b> Proposed: J Grant Seconded: A O'Toole
36.A.05	<b>MATTERS ARISING</b> Governing Body noted a number of items outstanding on the Meeting Action Log for completion.	<b>NOTED</b>
36.A.06	<b>CORRESPONDENCE RELEVANT TO GOVERNING BODY</b> Governing Body noted a Freedom of Information request detailed in the email received on 21 <sup>st</sup> October 2022 as circulated to Governing Body.	<b>NOTED</b>
35.A.07	Governing Body noted correspondence received from the Department of Further and Higher Education, Research, Innovation and Science (12 <sup>th</sup> October 2022), relating to the sanction in respect of two TU Dublin Senior Posts, and a briefing Memorandum from the President (4 <sup>th</sup> November 2022), as circulated to Governing Body.  The Chair proposed that the DFHERIS approval in respect to the grades of these two posts would be ratified by Governing Body at its next meeting.	<b>NOTED</b>  <b>CHAIR NOTED</b>
35.A.08	<b>GOVERNING BODY CHAIR'S REPORT</b> The Chair briefed members on a number of items including: a) <u>TU Dublin Policies For Governing Body Approval</u> Governing Body agreed that all TU Dublin Policies presented to Governing Body for approval are to be circulated to the Social Partners, clearly stipulating whether they are either for their information or consultation, in advance of submission to Governing Body, in line with the TU Dublin Policy for Policy and Procedure Development (Section 6.2.4). b) <u>Publication of TU Dublin Governing Body Effectiveness Self-Assessment Final Report</u> Governing Body noted that the TU Dublin Governing Body Effectiveness Self-Assessment Final Report would be published on the University website with particular sections redacted under Section 35(1)(a) of the FOI Act 2014 to maintain confidentiality. Governing Body also noted that future reviews/surveys facilitated by third parties would capture condense and present members responses in an anonymised fashion in line with best practice. c) <u>Commencement of the External Review of Governing Body</u> Governing Body noted that Mazars will commence the external review of Governing Body in the final quarter of 2022. d) <u>Draft Governing Body Reporting Templates</u> Governing Body noted that the Audit and Risk Committee have reviewed the proposed Governing Body reporting templates at their members' only meeting and consider these templates to be satisfactory way forward by summarising and clarifying the Governing Body request, in addition to minimising the amount of materials to be reviewed.	<b>AGREED</b> <b>UNIVERSITY SECRETARY</b>  <b>NOTED</b>  <b>NOTED</b>  <b>NOTED</b>  <b>NOTED</b>

REF	ITEM	DECISION
<b>Section A – Standard Items</b>		
35.A.08	<p>e) <u>Code of Governance</u> Governing Body noted a meeting of all Presidents and Governing Body Chairs of Technological Universities will take place in TUS, Athlone Campus on Monday 28<sup>th</sup> November 2022. The update of the Code of Governance will form part of the meeting Agenda. This meeting invitation has also been extended to Dr Larkin, as part of the handover as the incoming interim Chair of TU Dublin Governing Body.</p> <p>f) <u>Organisational Design (OD)</u> Following discussion and in response to a number of concerns raised by members relating to the OD contract including financial management controls, project management, pricing, value for money and communications, Governing Body noted the following: .</p> <ul style="list-style-type: none"> <li>• Internal Audit have been tasked by the Audit and Risk Committee to conduct a 2 phase review of the Organisational Design Contract. Phase 1 will review the tendering processes and contracting which have taken place in relation to this contract. Phase 2 will review the contract's project management, internal controls and value for money.</li> <li>• A system to be introduced collectively to ensure that the authority for the University to enter into future contracts exceeding one million are approved by Governing Body at the time with appropriate financial management controls in place.</li> <li>• Approval requests are to be accompanied by a memorandum outlining a number of key items to include the procurement process, scope of services, service levels, project deliverables, pricing, value for money, reporting mechanisms and financial controls.</li> <li>• Communications planning.</li> </ul> <p>g) <u>Procurement</u> Governing Body noted that the majority of the 2022 procurement non-compliance spend was categorised under contracts that had expired and underestimates of expenditure procured under the three quote procurement threshold (less than 25k) with spend subsequently exceeding 25k. In both groups the total expenditure for each non-compliant group was re-classified as non-compliant. Governing Body noted that procurement processes and procedures are now in place to identify and minimise potential non-compliance in advance. Governing Body also recognised that some of the non-compliance spend had occurred due to external factors outside of the University's control.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p>
<b>Section B – Executive Reports</b>		
36.B.01	<p><b>STRATEGIC PLAN EXECUTIVE REPORT</b> Governing Body noted the Strategic Plan Executive Report as had been circulated to members and included the HEA Annual Assessment Report (Institution Profiles) which sets out key data for each of the Higher Education Institutions that are funded by HEA. The President updated the meeting on a number of items relating to this report and highlighted the challenges in relation to increasing the University postgraduate student research numbers to 7% of the overall student population by 2029.</p> <p>Governing Body noted that the Vice President for Research and Innovation will be invited to present on this topic at a future meeting.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED PRESIDENT</p>
36.B.02	<p><b>UNIVERSITY EXECUTIVE REPORT</b> Governing Body noted the University Executive Report as had been circulated to members.</p> <p>Governing Body also noted that the Technological Higher Education Association (THEA) Council has commissioned the OECD to undertake a focused study looking forward within the Irish education policy context and benchmarking against educational representative and advocacy associations in other developed countries. The objective of the exercise is to garner the views of key stakeholders with a view to proposing the optimum sustainable and effective construct for the future. The President, Chair and Deputy Chair of Governing Body have been invited to input into this exercise. The Chair would greatly appreciate receipt of comments/observations/input from members in advance of his interview and the secretariat will circulate an email to members re the deadline for sending their input.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED SECRETARIAT</p>

REF	ITEM	DECISION
<b>Section C – Finance Items</b>		
36.C.01	<p><b>TU DUBLIN DRAFT LETTER OF REPRESENTATION (YE 31<sup>st</sup> August 2021)</b>            Governing Body noted the following document as circulated to members for their review, consideration and approval.</p> <ul style="list-style-type: none"> <li>TU Dublin Draft Letter of Representation to the Comptroller &amp; Auditor General (YE 31<sup>st</sup> August 2021)</li> </ul> <p>Following discussion Governing Body noted the following:</p> <ul style="list-style-type: none"> <li>A number of amendments to the draft support documentation</li> <li>Future financial reports to separate operational cash flow figures from working capital figures</li> <li>Review of membership skillset required for Finance and Property Committee and Audit and Risk Committee</li> </ul> <p>Governing Body approved the TU Dublin Draft Letter of Representation to the Comptroller &amp; Auditor General for the period 1<sup>st</sup> September 2020 to 31<sup>st</sup> August 2021, subject to their being no material changes from the draft considered.</p>	<p style="text-align: center;"><b>NOTED</b></p>
36.C.02	<p><b>TU DUBLIN DRAFT AUDITED ANNUAL FINANCIAL STATEMENTS 31<sup>st</sup> August 2021</b>            The University prepared Draft Financial Statements (DFS) for the year to 31 August 2021 and submitted for audit to the Comptroller and Auditor General (C &amp; AG) in December 2021. The finalisation of the draft financial statements were delayed due to significant engagement and clarification in relation to the appropriate accounting treatment for the PPP funded buildings on the Grangegorman Campus. These buildings have been recorded as fixed assets of TU Dublin, with a value of €260million, and these assets are not being depreciated over the period of the PPP agreement.</p> <p>The final draft of the financial statements was submitted for consideration by the Audit &amp; Risk Committee (ARC), at its meeting on 2nd November, with C&amp;AG representatives in attendance. It was noted at this meeting that the TU Dublin audit file had been cleared by the C&amp;AG. ARC recommended that these draft financial statements, incorporating a number of minor amendments, be approved by Governing Body. Having cleared the final amended version with the office of the C&amp;AG, the Executive recommended the final draft of the financial statements for approval by Governing Body.</p> <p>The documentation as circulated to Governing Body members for approval were:</p> <ol style="list-style-type: none"> <li>TU Dublin Draft Audited Annual Financial Statements 31<sup>st</sup> August 2021 Memorandum (10<sup>th</sup> November 2022)</li> <li>TU Dublin Draft Audited Annual Financial Statements 31<sup>st</sup> August 2021- (<i>includes Statement of Responsibilities and Statement of Internal Control</i>)</li> <li>Foundation Accounts 31<sup>st</sup> August 2021 included as an Appendix to the TU Dublin Draft Audited Annual Financial Statements 31<sup>st</sup> August 2021</li> </ol> <p>Following discussion, Governing Body:</p> <ol style="list-style-type: none"> <li>Agreed to amend the wording 'in the near future' in Section 5, 'Key Control Procedures' (page 8, second last paragraph).</li> <li>Requested timely management accounts from the Executive</li> <li>Requested financial reports from the Finance and Property Committee (FPC) to be highlighted and appended separately to the FPC approved minutes circulated to Governing Body.</li> <li>Requested clarification on the status of the trustees on the TU Dublin Foundation Board</li> <li>Proposed a single item agenda Governing Body meeting is scheduled to review the draft audited annual financial accounts in 2023 with date to be agreed with the Chair of Governing Body and Chair of the Audit and Risk Committee.</li> </ol> <p>Governing Body approved the TU Dublin Draft Audited Annual Financial Statements (YE 31<sup>st</sup> August 2021), including the Statement of Responsibilities and Statement of Internal Control, and subject to there being no further material changes from the draft considered.</p>	<p style="text-align: center;"><b>NOTED</b></p> <p style="text-align: center;"><b>NOTED</b></p> <p style="text-align: center;"><b>APPROVED</b>            Proposed: C Larkin            Seconded: A O'Toole</p> <p style="text-align: center;"><b>NOTED</b></p> <p style="text-align: center;"><b>NOTED</b></p> <p style="text-align: center;"><b>AGREED</b>  <b>COO</b>  <b>FPC CHAIR</b>  <b>PRESIDENT</b>  <b>UNIVERSITY SECRETARY</b></p> <p style="text-align: center;"><b>APPROVED</b>            Proposed: C Larkin            Seconded: A O'Toole</p>

REF	ITEM	DECISION
<b>Section C – Finance Items</b>		
	The Chair thanked the COO, the Executive team, the ARC Chair and its members for their significant work and commitment to this process. The Chair requested his thanks be extended to the wider executive team and the members of ARC.	<b>NOTED</b>
<b>36.C.03</b>	<b>TU DUBLIN CURRENT FINANCIAL POSITION UPDATE</b> Governing Body noted the documentation in relation to the TU Dublin Current Financial Position update as circulated.	<b>NOTED</b>
<b>36.C.04</b>	<b>TU DUBLIN CLEANING PROCUREMENT CONTRACT</b> Governing Body noted the Memorandum 'Authority To Sign Procurement Contract – Provision of Commercial Cleaning Services for TU Dublin – Ref: NCTR2157SS (17 <sup>th</sup> November 2022)', as circulated to members. It had been reviewed, considered and recommended by the Finance and Property Committee at its meeting on 9 <sup>th</sup> November 2022 for Governing Body approval.  Governing Body approved TU Dublin to enter into a contract with Bidvest Noonan (ROI) Ltd to provide commercial cleaning services to the University.	<b>NOTED</b>  <b>APPROVED</b> Proposed: J Grant Seconded: C Larkin
<b>Section D – Governance, Compliance and Risk Items</b>		
<b>36.D.01</b>	<b>REVIEW OF EFFECTIVENESS OF SYSTEMS OF INTERNAL CONTROLS (YE 31.08.2022)</b> The University Code of Governance [Section 7.6] requires that the annual review of the effectiveness of the systems of internal controls of TU Dublin is completed and considered within three months of the financial year end, being 30 <sup>th</sup> November 2022.  Governing Body noted the information and assurances provided by the University Executive Team (UET) for the year ended 31 August 2022 contained in the 'Review of Effectiveness of Systems of Internal Controls Memorandum (23 <sup>rd</sup> November 2022)', including the Internal Financial Controls Review 2022 provided at the meeting. Based on the UET information and assurances provided the Audit and Risk Committee (ARC) formed the opinion that there is an adequate control environment in place in TU Dublin and understands that there is a continuous journey of enhancement underway. Governing Body noted that the internal Audit (IA) Annual Report provided limited Assurance for the year under review, primarily due to slow progress in closing historical internal audit action items on the IA Tracker. The Executive have committed to prioritising these action items and ARC will continue to oversee this process.  Following discussion Governing Body approved the Review of Effectiveness of Systems of Internal Controls 2022 subject to the actions below: <ul style="list-style-type: none"> <li>Identify proposed controls to be implemented in 2023.</li> <li>Prioritise controls which impacts the Financial Statements in consultation with ARC.</li> <li>This work to progress in order that material changes are evidenced by ARC by the second quarter of 2023.</li> </ul>	<b>NOTED</b>  <b>NOTED</b>  <b>APPROVED</b> Proposed: A O'Toole Seconded: C Larkin
<b>36.D.02</b>	<b>UNIVERSITY RESPONSE TO HEA AGS FEEDBACK 2020/21</b> Governing Body noted the University Response to the HEA Annual Governance Statement (AGS) feedback 2020/2021 as circulated to members.	<b>NOTED</b>
<b>36.D.03</b>	<b>DRAFT UNIVERSITY RISK MANAGEMENT POLICY &amp; FRAMEWORK</b> Governing Body members requested that TU Dublin policies are circulated to TU Dublin social partners in advance of going to Governing Body for approval regardless of whether they affect terms and conditions or work practices.  Consequently, whilst the following list of eight TU Dublin draft policies do not affect terms and conditions or work practices, Governing Body members requested that these be circulated to the social partners for information and after this step an electronic approval request will be circulated to Governing Body members. Governing Body also noted that these policies had been recommended for approval by the appropriate Governing Body Committee.	<b>NOTED</b>  <b>NOTED</b>

REF	ITEM	DECISION
<b>Section D – Governance, Compliance and Risk Items</b>		
	<p>The following eight policies to be circulated to Governing Body members for electronic approval.</p> <ul style="list-style-type: none"> <li>• TU Dublin Draft Data Classification Policy</li> <li>• TU Dublin Draft Password Policy</li> <li>• TU Dublin Draft Remote Access Policy</li> <li>• TU Dublin Draft Third Party Access Policy</li> <li>• TU Dublin Draft Cloud Services Policy</li> <li>• TU Dublin Draft University Risk Management Policy &amp; Framework</li> <li>• TU Dublin Draft Visiting Scholars, Adjunct Staff and Emerita/Emeritus Fellows Policy</li> <li>• TU Dublin Draft Supporting Staff with Disabilities Policy</li> </ul>	<b>NOTED</b>
36.D.04	<p><b>TU DUBLIN CHIEF RISK OFFICER</b> Governing Body agreed to defer this item.</p>	<b>DEFERRED</b>
36.D.05	<p><b>RENEWAL OF TU DUBLIN ANNUAL INSURANCE – MARSH IRELAND</b> Due to the timing of the TU Dublin Insurance Renewal 2023 (mid-December 2022), and the requirement for the approval of Governing Body to enter into a contract with a value greater than one million, Governing Body noted that an electronic approval request would be circulated to Governing Body members following a meeting of the Governing Body Finance and Property Committee (FPC) convened for 13th December 2022, specifically to review the 2023 renewal terms for recommendation to Governing Body for approval.</p>	<b>NOTED</b>
36.D.06	<p><b>UNIVERSITY SEAL REGISTER REPORT</b> Governing Body noted the memorandum from the Chief Operations Officer (3<sup>rd</sup> November 2022), confirming that the seal of TU Dublin was not applied to documentation during the period 21<sup>st</sup> September 2022 to 3<sup>rd</sup> November 2022</p>	<b>NOTED</b>
36.D.07	<p><b>INTERNAL AUDIT REPORT – FINAL GB EFFECTIVENESS REVIEW</b> This item was taken under Section A, Minute Item [Chair's Report 35.A.08(b)] above.</p>	<b>NOTED</b>
<b>Section E – Committee Minutes, Plans and Reports</b>		
36.E.01	<p><b>EQUALITY, DIVERSITY AND INCLUSIVITY COMMITTEE (EDIC) REVISED TERMS OF REFERENCE</b> Governing Body approved the EDIC Revised Terms of Reference as circulated to members.</p>	<b>APPROVED</b> Proposed: C Larkin Seconded: M Ryan
36.E.02	<p><b>COMMITTEE MEETING REPORTS (AC/ARC/EDIC/FPC) AND UNIVERSITY INTERNAL AUDIT PLAN</b> Governing Body noted the following Committee Meeting Reports as circulated to members.</p> <ol style="list-style-type: none"> <li>1) AC Report of Meeting (18) held on 4<sup>th</sup> October 2022</li> <li>2) ARC Report of Meeting (28) held on 2<sup>nd</sup> November 2022</li> <li>3) EDIC Report of Meeting (13) held on 2<sup>nd</sup> November 2022.</li> <li>4) FPC Report of Meeting (15) held on 9<sup>th</sup> November 2022.</li> <li>5) TU Dublin Internal Audit Plan 2023-2022, (approved at the ARC meeting on 2<sup>nd</sup> November 2022).</li> </ol>	<b>NOTED</b>
36.E.03	<p><b>COMMITTEE MINUTES (AC/ARC/EDIC/FPC)</b> Governing Body noted the following approved Committee Minutes as circulated to members.</p> <ol style="list-style-type: none"> <li>1) AC Minutes – Meeting (17) held on 22<sup>nd</sup> June 2022</li> <li>2) ARC Minutes – Meeting (27) held on 27<sup>th</sup> September 2022</li> <li>3) EDIC Minutes – Meeting (12) held on 2<sup>nd</sup> June 2022</li> <li>4) EDIC Minutes – Meeting (11) held on 9<sup>th</sup> March 2022</li> <li>5) FPC Minutes – Meeting (14) held on 22<sup>nd</sup> September 2022</li> </ol>	<b>NOTED</b>

REF	ITEM	DECISION
<b>Section F – Standard Items</b>		
36.F.01	<p><b>ANY OTHER BUSINESS</b> The following was noted under this item.</p> <ul style="list-style-type: none"> <li>• <b>Acknowledgement to outgoing Governing Body Member</b> The Chair wished to thank and acknowledge Mr Justin McCarthy, Governing Body member and former Chair of Governing Body Equality, Diversity and Inclusion Committee, who is stepping down from his role for his considerable work during his tenure.</li> <li>• <b>Acknowledgement to outgoing Governing Body Chair</b> On behalf of Governing Body members the President thanked Mr David Carson, who is stepping down from his role as Chair of Governing Body for his valuable contribution and commitment to Governing Body. In response, the Chair expressed his thanks to the many individuals he had worked with over the past two years and wished the University and the Governing Body continued success in the future.</li> </ul>	<b>NOTED</b>
36.F.02	<p><b>NEXT GOVERNING BODY MEETING</b> Members noted that the next Governing Body meeting is scheduled to take place on Wednesday, 22<sup>nd</sup> February 2023, and will be held on the Grangegorman Campus.</p> <p>The Chair thanked members for their attendance and participation.</p> <div style="text-align: center; margin-top: 20px;">  </div> <p><b>SIGNED</b> _____ <b>DATE:</b> 22<sup>nd</sup> February 2023. Charles Larkin, Chair.</p>	<b>NOTED</b>