

# Technological University Dublin Governing Body

## MINUTES

<b><u>MEETING 38:</u></b>	Wednesday 29 <sup>th</sup> March 2023 (10.00 – 13.00)
<b><u>PRESENT:</u></b>	Dr C Larkin (Chair), Professor D FitzPatrick (President), Dr N Burns, Dr M Carr, Mr J Grant, Ms P Kelly, Dr E Maher, Ms C Clune-Mulvaney, Mr C O'Donovan, Dr S O'Shaughnessy, Ms A O'Toole, Ms M Ryan
	<b><u>Electronic Attendance:</u></b> Ms E Carroll, Dr C Duffy, Ms J Perez,
<b><u>APOLOGIES:</u></b>	Ms V Bistany, Mr B Jordan, Ms L Kavanagh
<b><u>IN ATTENDANCE:</u></b>	Ms B Elliott (University Secretary & Head of Governance and Compliance) Ms J Boyer (Vice President, Sustainability) [Agenda Item 38.B.02] Ms O McEvoy (Procurement Manager) [Agenda Items 38.C.01/02, 38.D.01] Mr D Murphy (Chief Operations Officer), Mr C Whelan (Head of Finance) [Agenda Items 38.C.03/04, 38.D.01]
<b><u>SECRETARIAT:</u></b>	Ms Y Cooke, Ms S Donovan
<b><u>DOCUMENTATION:</u></b>	<b><u>Circulated prior to meeting</u></b> <ol style="list-style-type: none"><li>1. Draft Agenda Governing Body Meeting 38 (29<sup>th</sup> March 2023)</li><li>2. Draft Minutes - Governing Body Meeting 37 (22<sup>nd</sup> February 2023)</li><li>3. Governing Body Action Log (29<sup>th</sup> March 2023)</li><li>4. Correspondence: Unsanctioned payments in Higher Education Institutions (9<sup>th</sup> March 2023)</li><li>5. Correspondence: HEA 2023 Recurrent Grant Allocation (9<sup>th</sup> March 2023)</li><li>6. Regulatory &amp; Sector Update: HEA Bulletin No 1 (March 2023)</li><li>7. Regulatory &amp; Sector Update: Commencement of the Protected Disclosures (Amendment) Act 2022</li><li>8. University Executive Report (29<sup>th</sup> March 2023)</li><li>9. Strategic Plan Report – Climate Action Plan Presentation</li><li>10. Procurement Contract – HEAnet on behalf of Public Sector Bodies (Micromail Ltd)</li><li>11. Procurement of a Multimodal Microscope</li><li>12. TU Dublin Draft Closed Circuit Television (CCTV) policy</li><li>13. Draft Programmes and Budgets 2023 – 2025</li><li>14. Transitional Arrangements for Governing Body Membership (HEA Act 2022) Cover Sheet</li><li>15. Draft DFHERIS Submission Pack Covering Letter (22.03.2023)</li><li>16. Draft Procedures for the Appointment/Re-Constitution of Governing Body for TU Dublin<ul style="list-style-type: none"><li>• APPENDIX A – Draft TU Dublin Governing Body Select Committee Terms of Reference</li><li>• APPENDIX B – Draft TU Dublin Governing Body Members Competency Framework</li><li>• APPENDIX C – Draft TU Dublin Governing Body Chairperson Competency Framework</li><li>• APPENDIX D – Draft TU Dublin Governing Body Staff Election Regulations of Staff Members</li></ul></li><li>17. Management Response to OD Procurement</li><li>18. University Seal Register Report</li><li>19. Academic Council Membership 2023</li><li>20. Draft Schedule of Governing Body Meetings 2023-2025</li><li>21. Appendix 38.A.07 – Correspondence: HEA 2023 Recurrent Grant Allocation (9<sup>th</sup> March 2023)</li><li>22. Appendix 38.B.01 – University Executive Report (29<sup>th</sup> March 2023)</li><li>23. Appendix 38.B.02 – Strategic Plan Report – Climate Action Plan Presentation</li><li>24. Appendix 38.C.01 – Procurement Contract – HEAnet on behalf of Public Sector Bodies (Micromail Ltd)</li><li>25. Appendix 38.C.03 – TU Dublin Draft Closed Circuit Television (CCTV) policy</li><li>26. Appendix 38.C.04 – Draft Programmes and Budgets 2023 – 2025</li><li>27. Appendix 38.C.05a – Transitional Arrangements for Governing Body Membership (HEA Act 2022)<ol style="list-style-type: none"><li>a) Approved DFHERIS/UA Principles Document (HEA Act 2022)</li><li>b) Summary listing of Governing Body members responses</li><li>c) HEA ACT2022 Extracts [S90 &amp; S91] Governing Body Membership and Transitional Arrangements for Membership and Chairperson of Governing Body</li></ol></li></ol>

28. Appendix 38.D.01 – Management Response to OD Procurement
29. Appendix 38.E.01 – Academic Council Membership 2023
30. Appendix 38.E.02 – Academic Council Report - Meeting 20 (21<sup>st</sup> February 2023)
31. Appendix 38.E.03 – ARC Report – Meeting 30 (8<sup>th</sup> March 2023)
32. Appendix 38.E.04 – EDIC Report – Meeting 15 (1<sup>st</sup> March 2023)
33. Appendix 38.E.05 – FPC Report – Meeting 18 (20<sup>th</sup> March 2023)
34. Appendix 38.E.06 – Academic Council Minutes – Meeting 19 (7<sup>th</sup> December 2022)
35. Appendix 38.E.07 – EDIC Minutes – Meeting 14 (7<sup>th</sup> November 2022)
36. Appendix 38.E.08 – FPC Minutes – Meeting 17 (10<sup>th</sup> January 2023)

**DOCUMENTATION:****Circulated at the meeting**

No documentation was tabled at this meeting.

REF	ITEM	DECISION
<b>Section A – Standard Items</b>		
38.A.01	<b>WELCOME, ATTENDANCE AND APOLOGIES</b> The Chair welcomed everyone and noted full attendance for this meeting.	<b>NOTED</b>
38.A.02	<b>MEETING AGENDA</b> The Agenda for the meeting, as had been circulated, was approved and adopted subject to taking Agenda Item [38.C.05] in advance of Agenda Item [38.C.01].	<b>APPROVED</b> Proposed: E Maher Seconded: S O'Shaughnessy
38.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>
38.A.04	<b>APPROVAL OF MINUTES</b> The draft Minutes of the thirty-seventh meeting of the Governing Body held on 22 <sup>nd</sup> February 2023, as had been circulated were approved subject to replacing 'December 2023' with 'December 2022' under Minute Item [37.D.03(1)].	<b>APPROVED</b> Proposed: J Grant Seconded: P Kelly
38.A.05	<b>MATTERS ARISING</b> <b>Governing Body Action Log</b> Governing Body noted Action Log items on track, delayed and for closure.  <b>TU Dublin Strategic Plan 2024-2028</b> Governing Body agreed that a Governing Body Strategic Plan Meeting would take place on Saturday 6 <sup>th</sup> May 2023 for members to review and give feedback on the proposed updated Strategic Plan for 2024-2028 as part of the University 'Strategic Intent 2030' in advance of the final presentation of this document to Governing Body and submission to the Higher Education Authority by September 2023.	<b>NOTED</b>  <b>AGREED</b> <b>CHAIR/PRESIDENT</b>
38.A.06	<b>CORRESPONDENCE RELEVANT TO GOVERNING BODY</b> <b>Unsanctioned Payments in Higher Education Institutions (7<sup>th</sup> March 2023)</b> Governing Body noted the Unsanctioned Payments in Higher Education Institutions (7 <sup>th</sup> March 2023) as circulated to Governing Body.	<b>NOTED</b>
38.A.07	<b>HEA 2023 Recurrent Grant Allocation (9<sup>th</sup> March 2023)</b> Governing Body noted the HEA 2023 Recurrent Grant Allocation (9 <sup>th</sup> March 2023) as circulated to Governing Body.	<b>NOTED</b>
38.A.08	<b>Update - Comptroller &amp; Auditor General Audit of TU Dublin (Financial Statements YE 31.08.22)</b> Governing Body noted concerns raised by the President in respect to the scheduling of the Audit of Technological University Dublin Financial Statements (Year End 31.08.2022) by the Office of the Comptroller & Auditor General.	<b>NOTED</b>



REF	ITEM	DECISION
<b>Section C – Items For Approval</b>		
<p><b>38.C.05 (a) &amp; (b)</b></p>	<p><b>TRANSITIONAL ARRANGEMENTS FOR GOVERNING BODY MEMBERSHIP (HEA ACT 2022)</b>                      Governing Body noted the Cover Sheet <i>Draft Procedures for the Appointment/Re-Constitution of Governing Body for the Technological University Dublin (22<sup>nd</sup> March 2023)</i>, and the supporting documentation contained in the Appendices and Draft Submission to DFHERIS as circulated to Governing Body.</p> <p>The University Secretary briefed members on the process to appoint/reconstitute the membership of the next Governing Body under the HEA Act 2022. Governing Body noted this process is to be completed before the end of the transitional period 9<sup>th</sup> November 2023 as instructed by the Minister for Further and Higher Education, Research Innovation and Science. The University Secretary sought approval for the following documents contained in the draft submission to the Minister for Further and Higher Education, Research Innovation and Science DFHERIS to commence this process:</p> <ol style="list-style-type: none"> <li>1) Draft Procedures for the Appointment/Re-Constitution of Governing Body for TU Dublin</li> <li>2) Appendix A – Draft TU Dublin Governing Body Select Committee Terms of Reference</li> <li>3) Appendix B – Draft TU Dublin Governing Body Members Competency Framework</li> <li>4) Appendix C – Draft TU Dublin Governing Body Chairperson Competency Framework</li> <li>5) Appendix D – Draft TU Dublin Governing Body Election Regulations of Staff Members</li> </ol> <p>Governing Body approved the draft submission documentation to DFHERIS described in (1-5) above.</p> <p>Governing Body noted the following clarifications to be addressed post Governing Body approval:</p> <ol style="list-style-type: none"> <li>i) Sequence of the Staff Elections in draft document (5) above.</li> <li>ii) Voting process criteria – electronic/in person in draft document (5) above.</li> </ol> <p>Governing Body approved the membership of the proposed TU Dublin Select Committee as described in the draft document in (2) above as follows:</p> <ul style="list-style-type: none"> <li>• Jerry Grant (External Member) as Chair</li> <li>• Norah Burns (External Member)</li> <li>• Evelyn Carroll (External Member)</li> <li>• Jessica Perez (Student Member)</li> <li>• Susan O’Shaughnessy (Staff Member)</li> <li>• David FitzPatrick (President)</li> </ul> <p>The Chair welcomed Mr D Murphy (Chief Operations Officer), Mr C Whelan (Head of Finance) and Ms O McEvoy (Head of Procurement) who joined the meeting to update members on a number of Agenda Items in Section C, D and E.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;"><b>APPROVED</b>                      Proposed: J Grant                      Seconded: C Clune Mulvaney</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;"><b>APPROVED</b>                      Proposed: M Ryan                      Seconded: P Kelly</p> <p style="text-align: center;">NOTED</p>
<p><b>38.C.01</b></p>	<p><b>PROCUREMENT CONTRACT – HEANET ON BEHALF OF PUBLIC SECTOR BODIES (Micromail Ltd)</b>                      Governing Body noted the Approval Request Cover Sheet <i>Authority to directly drawdown from HEAnet Framework – Micromail Ltd (20<sup>th</sup> March 2023)</i>, and the supporting documentation contained in the accompanying Appendix as circulated to members. This item had been reviewed, considered and recommended by the FPC on 20<sup>th</sup> March 2023 for Governing Body approval.</p> <p>Governing Body noted the HEAnet have signed the Notification To Activate Goods Form (NAGF) and contract on behalf of all public sector bodies and therefore a separate TU Dublin contract/NAGF is not required.</p> <p>Governing Body approved TU Dublin directly drawdown from this HEAnet framework (Micromail Ltd) over the term of the framework contract as outlined in the supporting documentation.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;"><b>APPROVED</b>                      Proposed: P Kelly                      Seconded: A O’Toole</p>


REF	ITEM	DECISION
<b>Section C – Items For Approval</b>		
38.C.02	<p><b>PROCUREMENT OF A MULTIMODAL MICROSCOPE</b>            Governing Body noted the Approval Request Cover Sheet ‘<i>Authority to bind contract for the purchase of Multimodal Microscope (22<sup>nd</sup> March 2023)</i>’, and the supporting documentation contained in the accompanying Appendix as circulated to members. This item had been reviewed, considered and recommended by the FPC on 27<sup>th</sup> March 2023 for Governing Body approval.</p> <p>Governing Body noted that this is for a once off piece of equipment and that 90% of the total value of the purchase of this equipment is funded by the grant awarded by Science Foundation Ireland (SFI) with the remaining 10% funded by TU Dublin. Governing Body also noted that this piece of equipment can be re-located to a different University building if the current location is no longer a viable option in the future.</p> <p>Governing Body approved TU Dublin the authority to bind contract and spend for the purchase of a Multimodal Imaging Platform for the FOCAS Research Institute.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">APPROVED            Proposed: E Maher            Seconded: N Burns</p>
38.C.03	<p><b>TU DUBLIN DRAFT CLOSED CIRCUIT TELEVISION (CCTV) POLICY</b>            Governing Body noted the Approval Cover Sheet ‘<i>TU Dublin Draft CCTV Policy (20<sup>th</sup> March 2023)</i>’, and the draft policy contained in the accompanying Appendix as circulated to members.</p> <p>Governing Body noted the draft TU Dublin Draft Closed Circuit Television (CCTV) Policy had been sent to the social partners for noting/information in accordance with the Policy for Policy Procedure Development. Governing Body also noted that this draft policy had been reviewed, considered and recommended by the FPC on 20<sup>th</sup> March 2023 for Governing Body approval.</p> <p>Following discussion Governing Body requested that the draft TU Dublin Draft Closed Circuit Television (CCTV) Policy be re-sent to the social partners for consultation and following this an electronic approval request will be circulated to Governing Body members.</p> <p>Governing Body requested that future draft TU Dublin policies are processed appropriately through the relevant channels to minimise unnecessary delays before presentation for approval to Governing Body, and consideration be given to amending the Policy for Policy Development to incorporate this request</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED            COO/UNIVERSITY SECRETARY</p> <p style="text-align: center;">NOTED            UNIVERSITY SECRETARY</p>
38.C.04	<p><b>DRAFT PROGRAMMES AND BUDGETS 2023- 2025</b>            Governing Body noted the Cover Sheet ‘<i>TU Dublin Budget Presentation 2023-2025 (27<sup>th</sup> March 2023)</i>’ and the supporting documentation contained in the accompanying Appendix as circulated to members. The Appendix was presented in the format set out by the HEA for submission by each Institution. Its purpose is to set out the University’s operational budget position for the years 2023 to 2025. The FPC had considered this documentation for presentation to Governing Body prior to its submission to the HEA. Following discussion Governing Body noted the following:</p> <ol style="list-style-type: none"> <li>1) Factors that contributed to the delay in submitting a final draft of the Financial Statements (FS) (YE 31st August 2022) to the C &amp; A-G.</li> <li>2) Issues identified in preparation of the draft Programmes and Budgets (P&amp;B) including:               <ul style="list-style-type: none"> <li>• Revenue Reserves Correction</li> <li>• Impact of the fixed asset exercise on the depreciation/amortisation figures</li> <li>• Potential consequences of the reporting of a deficit to the HEA</li> </ul> </li> <li>3) Actions taken and in progress by the Executive to mitigate against issues identified reoccurring:               <ul style="list-style-type: none"> <li>• Action plan on the University finance function to the May Governing Body meeting</li> <li>• Progress report to the June Governing Body Meeting</li> <li>• Final progress report to the August Governing Body meeting</li> <li>• Standover statement of current cashflow circulated to members in September</li> </ul> </li> </ol>	<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            COO</p>

REF	ITEM	DECISION
<b>Section C – Items For Approval</b>		
	<p>4) Issues, reporting of deficits and associated actions will be discussed with the HEA at their next TU Dublin budget meeting in April 2023. An update on this meeting will be presented to members at the May Governing Body meeting.</p> <p>5) The key assumptions underpinning the P&amp;B forecast figures and a number of areas of concern raised:</p> <ul style="list-style-type: none"> <li>• Reduced DFHERIS funding for pay increases</li> <li>• Increased energy costs</li> <li>• Utilisation of buildings</li> <li>• Retention figures</li> </ul> <p>6) The COO to provide details on the impact of Organisational Design on payroll costs to a future Governing Body meeting.</p> <p>Governing Body approved the draft Programmes and Budgets as presented for submission the HEA by 31<sup>st</sup> March 2023.</p>	<p>NOTED COO</p> <p>NOTED</p> <p>NOTED COO</p> <p>APPROVED Proposed: J Grant Seconded: A O'Toole</p>
<b>Section D – Items For Noting</b>		
<p>38.D.01</p> <p>38.D.02</p>	<p><b>MANAGEMENT RESPONSE TO OD PROCUREMENT REPORT</b>            Governing Body noted the Cover Sheet 'Management Response to Deloitte OD Procurement Review, (10<sup>th</sup> March 2023)', and the supporting document 'Management Responses and Actions arising from Internal Audit Review of Procurement and Contracting Arrangements for Organisation Design Consultancy Services' in the accompanying Appendix as circulated to members.</p> <p>Governing Body noted that this document was presented to the Audit and Risk Committee (ARC) on 8<sup>th</sup> March 2023 and that all of the actions arising from the recommendations have now been implemented.</p> <p>Following discussion Governing Body noted the following:</p> <ol style="list-style-type: none"> <li>1. Purchase Orders (PO) now provide additional detail on the nature of the service being provided. For large contracts one PO is raised for the total approved spend and invoices submitted by supplier are then matched against that PO.</li> <li>2. The UET have approved and established a University Project Governance Group. As part of this Group's remit they worked closely with the University Project Management Office to put a framework in place on the management and reporting of projects from which three portfolio project management groups were formed (Academic Group, Operations and People Group and Campus and Environment Group).</li> <li>3. ARC will continue to monitor the responses to this review and where relevant bring updates to the Governing Body.</li> </ol> <p><b>UNIVERSITY SEAL REGISTER REPORT</b>            Governing Body noted the University Seal Register Report from the University Legal Counsel (10<sup>th</sup> March 2023), confirming documents to which the seal of TU Dublin had been applied during the period 4<sup>th</sup> February 2023 to 10<sup>th</sup> March 2023.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED ARC CHAIR</p> <p>NOTED</p>

REF	ITEM	DECISION
<b>Section E – Chair and Committee Reports</b>		
38.E.01	<b>ACADEMIC COUNCIL MEMBERSHIP 2023</b> Governing Body noted the Cover Sheet 'Academic Council Membership 2023-2025, (8 <sup>th</sup> March 2023)'; and the supporting document 'Academic Council 2023-2025 Membership' in the accompanying Appendix as circulated to members.	NOTED
38.E.02	<b>COMMITTEE MEETING REPORTS</b> <b>Academic Council (AC) Meeting Report</b> Governing Body noted the AC Report for Meeting (20) on 21 <sup>st</sup> February 2023 as circulated to members. The President updated members on a number of items including: <ol style="list-style-type: none"> <li>1. Ratification of Awards</li> <li>2. Academic Council input into the Strategic Plan 2024-2028</li> <li>3. Current status of Apprentice Education</li> <li>4. Honorary Awards Process</li> </ol>	NOTED
38.E.03	<b>Audit and Risk Committee (ARC) Meeting Report</b> Governing Body noted the ARC Report for Meeting 30 on 8 <sup>th</sup> March 2023 as circulated to members. The ARC Chair updated members on a number of items including: <ol style="list-style-type: none"> <li>1. Annual Protected Disclosure Report 2022</li> <li>2. ARC will continue to monitor the Risk Management Committee and where relevant bring updates to the Governing Body.</li> <li>3. Clarification on the Limited Assurance level given by the Internal Auditors which was based on audit reviews conducted during 2021/2022. The Executive have prioritised increasing this level to Reasonable Assurance level in the current year in co-operation with the Internal Auditors as a matter of urgency. ARC will continue to update Governing Body on the status of increasing this assurance level.</li> </ol> <p>Governing Body noted that as part of this process cultivating ownership by University Heads of Function of internal audit items is also taking place. Governing Body also noted that an updated progress report on actions and deliverables to achieve this increased level will be provided by the Executive to both the ARC and Governing Body meeting in May 2023.</p> <p>Governing Body also wished to acknowledge the role of the independent members on the Governing Body Committees and their significant work and input on these Committees.</p>	NOTED  NOTED ARC CHAIR  NOTED ARC CHAIR  NOTED COO  NOTED
38.E.04	<b>Equality, Diversity and Equality Committee (EDIC) Meeting Report</b> Governing Body noted the EDIC Report for Meeting (15) on 1 <sup>st</sup> March 2023 as circulated to members. The EDIC Chair updated members on a number of items including: <ol style="list-style-type: none"> <li>1. Nomination of Professor Yvonne Galligan, Director of Equality, Diversity and Inclusion as the President's nominee on EDIC in accordance with the EDIC Terms of Reference.</li> <li>2. Athena SWAN.</li> <li>3. Embedding gender balance across the University</li> <li>4. New modules for academic staff returning from maternity leave</li> <li>5. Disability and accessibility support for international exchanges for incoming staff and students.</li> <li>6. International Womens Day</li> </ol>	NOTED





REF	ITEM	DECISION
<b>Section F – Standard Items</b>		
38.F.02	<p><b>GOVERNING BODY MEETINGS</b>  <b>Draft Schedule of Governing Body Meetings 2023-2025</b>            Governing Body noted the draft Schedule of Governing Body Meetings 2023-2025.</p>	NOTED
38.F.03	<p><b>Governing Body External Members Meeting Only</b>            Governing Body noted that the next Governing Body External Members Only meeting will take place virtually on Thursday 19<sup>th</sup> April 2023 between 8.00-9.30am.</p>	NOTED
38.F.04	<p><b>Next Governing Body Meeting</b>            Members noted that the next Governing Body meeting is scheduled to take place on Wednesday 10<sup>th</sup> May 2023 between 10.00-13.00 on the Grangegorman Campus.</p> <p>The Chair thanked members for their attendance and participation.</p> <div style="text-align: center; margin-top: 20px;">             _____  <b>SIGNED</b> </div> <div style="margin-left: 100px; margin-top: 5px;"> <b>Charles Larkin,</b>  <b>Chair.</b> </div> <div style="text-align: right; margin-top: 10px;"> <b>DATE: 10<sup>th</sup> May 2023.</b> </div>	NOTED