

# Technological University Dublin Governing Body

## MINUTES

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**MEETING 17:** Wednesday 8<sup>th</sup> July 2020 (08.00) – Electronic Meeting

**PRESENT:** Ms I Reynolds (Chair), Professor D FitzPatrick (President),

**Electronic Attendance**

Mr J Barnes, Mr N Beecher, Ms A Bejarano, Mr L Bennett, Ms V Bistany, Dr M Carr, Ms E Carroll, Ms É Finan, Dr C Fisher, Ms R Gorman, Mr J Grant, Ms P Kelly, Dr C Larkin, Mr P Lavelle, Dr M Marjoram, Ms S O'Shaughnessy

**APOLOGIES:** J McCarthy, A O'Toole

**IN ATTENDANCE:** Dr M Meaney (Registrar & Deputy President), Mr D Murphy (Chief Operations Officer & University Secretary)

**SECRETARIAT:** Ms Y Cooke (TU Dublin Programme Team)

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

1. Agenda – Governing Body Meeting 17 (8<sup>th</sup> July 2020)
2. Draft Minutes – Governing Body Meeting 16 (13<sup>th</sup> May 2020)
3. Governing Body Membership Appointment Report – External Member Nominee (Memorandum 24<sup>th</sup> June 2020)
4. Governing Body Membership – Student Members Nominees (Communication – 1<sup>st</sup> July 2020)
5. TU Dublin Annual Report 2019
6. Approved Academic Council Minutes – Meeting 4 (28<sup>th</sup> April 2020)
7. Approved Academic Council Minutes – Meeting 5 (13<sup>th</sup> May 2020)
8. Academic Council Student Body Nominees (Communication – 1<sup>st</sup> July 2020)
9. Approved GB ARC Minutes – Meeting 6 (13<sup>th</sup> March 2020)
10. Approved GB ARC Minutes – Meeting 7 (12<sup>th</sup> May 2020)
11. TU Dublin Internal Audit Work Plan
12. Approved GB FPC Minutes – Meeting 2 (12<sup>th</sup> March 2020)
13. Approved GB NPC Minutes – Meeting 2 (29<sup>th</sup> April 2020)
14. Use of the University Seal (Memorandum 30<sup>th</sup> June 2020)
15. Revised Draft Code of Conduct for Governing Body (8<sup>th</sup> July 2020)
16. TU Dublin Protected Disclosures Policy (8<sup>th</sup> July 2020)
17. Draft Policy on Procurement Authority Levels
18. Code of Governance for TU Dublin (10<sup>th</sup> April 2019)
19. Updated Governing Body Annual Governance Calendar 2019-2020)

**DOCUMENTATION:** **Presented at the meeting**  
No items were tabled at the meeting.

REF	ITEM	DECISION
17.01/01	<b>APOLOGIES, WELCOME AND INTRODUCTION</b>	
	<p>The Chair on behalf of Governing Body and ARC members wished to convey their deepest sympathies to Governing Body member Aileen O'Toole and her family on the recent passing of her husband Padraig Harding.</p> <p>The Chair extended congratulations to Mr M Marjoram on his recent appointment as the new TUI President. The Chair also wished to extend congratulations to Professor Brian Norton, Principal, TU Dublin, City Campus in his new role as Head of Energy Research for the Tyndall National Institute</p> <p><b>1. APOLOGIES</b> The Chair noted members' apologies for this meeting.</p> <p><b>2. GOVERNING BODY MEMBERSHIP APPOINTMENT REPORTS</b></p> <p>i) <b>External Member</b> Governing Body noted the Summary Report (24<sup>th</sup> June 2020) detailing the outcome of the Nominations and Process Committee's evaluation process for the appointment of Mr. Noel Beecher as an External Member to the Governing Body and also to fill the role of Chair of the Audit and Risk Committee. Governing Body noted this appointment had been ratified by members electronically with effect from 24<sup>th</sup> June 2020.</p> <p>ii) <b>Student Members</b> The Governing Body approved the appointment of the following three students (two undergraduate and one postgraduate) nominated by the TU Dublin Students' Union in accordance with its own procedures, with effect from 1<sup>st</sup> July 2020.</p> <p>1) Ms Rebecca Gorman 2) Mr Lee Bennett 3) Ms Ana Canizares Bejarano</p> <p><b>3. INTRODUCTION</b> The Chair welcomed the new members to their first meeting and invited them to introduce themselves to Governing Body.</p>	<p><b>NOTED</b></p> <p><b>NOTED</b></p> <p><b>NOTED</b></p> <p><b>NOTED</b></p> <p><b>APPROVED</b> Proposed: J Grant Seconded: P Lavelle</p> <p><b>NOTED</b></p>
17.01/02	<b>MEETING AGENDA</b>	
	The Agenda for the meeting, as had been circulated, was approved and adopted.	<p><b>APPROVED</b> Proposed: J Grant Seconded: P Lavelle</p>
17.01/03	<b>DECLARATION OF CONFLICT OF INTEREST</b>	
	The Chair noted there were no conflicts of interest declared by members present.	<b>NOTED</b>
17.01/04	<b>APPROVAL OF MINUTES</b>	
	The draft Minutes of the sixteenth meeting of the Governing Body held on 13 <sup>th</sup> May 2020, as had been circulated, were approved.	<p><b>APPROVED</b> Proposed: S O'Shaughnessy Seconded: V Bistany</p>


REF	ITEM	DECISION
17.01/05	<b>MATTERS ARISING</b>	
	<p>The following matters were raised and noted.</p> <p>i) <b><u>Item [16.01.10(1)] – Governing Body Website</u></b>            Governing Body noted the approved minutes of Governing Body meetings would be published on the TU Dublin website under the Governance Section, subject to the redaction of appropriate personal and commercially sensitive information.</p> <p>Governing Body noted that a review of Governing Body Committees' Terms of References to ensure a consistent approach is adopted across each Committee would take place after the Governing Body Effectiveness Review had completed.</p> <p>ii) <b><u>Item [16.01.10(2)] – Postponed Governing Body Induction and TU Dublin Charity Law Briefing</u></b>            Governing Body noted the postponed Governing Body Induction had taken place on 18<sup>th</sup> June 2020. It was also noted the rescheduled TU Dublin Governance Clinic on the Charities Regulatory Authority Governance Code 2020 to brief Governing Body members and University staff in this areas took place on 19<sup>th</sup> June 2020.</p> <p>Governing Body noted a briefing update on the Governing Body reporting requirements in relation to the Charities Regulatory Authority Governance Code 2020 would be given at the next meeting.</p> <p>iii) <b><u>Term of Office – New Chair of Governing Body</u></b>            Governing Body noted the term of office for the new Chair shall not exceed 4 years and may not serve more than two consecutive terms of office.</p>	<p>SECRETARIAT</p> <p>UNIVERSITY SECRETARY</p> <p>NOTED</p> <p>UNIVERSITY SECRETARY</p> <p>NOTED</p>
17.01/06	<b>CORRESPONDENCE</b>	
	<p>The Governing Body noted the following item raised under correspondence.</p> <p>i) <b><u>Correspondence received by Chair of Governing Body (18<sup>th</sup> June 2020)</u></b>            The Chair of Governing body informed members on the process being followed in relation to a letter of complaint to Governing Body received on 18<sup>th</sup> June 2020 concerning a confidential matter. Governing Body noted this item did not fall within the remit of the Protected Disclosure Policy.</p> <p>Governing Body agreed the correspondence received would be formally processed through the Governing Body Audit and Risk Committee and its Chair would report back to Governing Body on this matter.</p>	<p>NOTED</p> <p>AGREED CHAIR OF ARC</p>
17.01/07	<b>REPORTS</b>	
	<p>1. <b><u>PRESIDENT'S REPORT</u></b>            The President updated Governing Body on the following:</p> <p>i) <b><u>Covid19 Update</u></b>            The President briefed members in relation to the ongoing preparation work for the new academic year. Governing Body noted there are now three groups involved in co-ordinating the return to campus activities, the main Covid19 Response Group and two working groups, (Academic Planning and Delivery Group and the Return to Campus Planning and Delivery Group). The two working groups were preparing detailed plans and processes to enable the wider return to campus for staff and students combined with online delivery of programmes and supports services to students by staff.</p> <p>Governing Body noted regular communications in conjunction with the University's communications team to keep staff and students updated and briefed would continue throughout the summer.</p>	<p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
17.01/07	<b>REPORTS</b>	
	<p>i) <b><u>Covid19 Update (continued)</u></b>            Governing Body noted that the University was awaiting confirmation of the social distancing guidelines which would impact significantly on the number of potential individuals allowed in one space at the same time. Governing Body noted the University was working to the same timelines as other years for the leaving certificate CAO offers, with this cohort of students' priority for planned on-site lectures.</p> <p>Governing Body noted the University was working under challenging circumstances and was planning a number of different scenarios in preparation for the return to campus activities based on the current Covid19 regulations and guidelines in place.</p> <p>ii) <b><u>TU Dublin Annual Report 2019 Update</u></b>            Governing Body noted the TU Dublin Annual Report 2019 ratified by members electronically on 29<sup>th</sup> June 2020, in response to an urgent submission deadline requirement received from the Department of Education and Skills. Governing Body noted the Financial Report is submitted separately. Governing Body commended the University on the submission.</p> <p><b>2. <u>ACADEMIC COUNCIL (AC) REPORT</u></b></p> <p>i) Governing Body noted the approved Academic Council Minutes of its fourth meeting held on 28<sup>th</sup> April 2020.</p> <p>ii) Governing Body noted the approved Academic Council Minutes of its fifth meeting held on 13<sup>th</sup> May 2020.</p> <p>iii) <b><u>Academic Council Student Body Nominees (2020/21 Academic Year)</u></b>            Governing Body approved the appointment of the following six student body nominees to sit on Academic Council with effect from 1<sup>st</sup> July 2020 for the Academic year 2020/21, nominated by the TU Dublin Students' Union in accordance with its own procedures.</p> <ol style="list-style-type: none"> <li>1) Ms Ana Canizares Bejarano</li> <li>2) Mr Luke Daly</li> <li>3) Mr Sean Farrelly</li> <li>4) Mr Rebecca Gorman</li> <li>5) Ms Hamza Jamaa</li> <li>6) Ms Mary Scally</li> </ol> <p>iv) <b><u>Academic Council Update</u></b>            Governing Body noted the considerable amount of work on changes to the University's Quality Assurance procedures had taken place to allow Semester 2 examination assessments take place. Governing Body noted the significant contribution by the Students' Union in relation to the development of the 'No Detriment Policy' for students. Governing Body noted overall the assessment format had been successful with a slight uptake on student deferrals and appeals on par with previous years.</p>	<p><b>NOTED</b></p> <p><b>NOTED</b></p> <p><b>NOTED</b></p> <p><b>NOTED</b></p> <p><b>NOTED</b></p> <p><b>NOTED</b></p> <p><b>APPROVED</b>            Proposed: P Kelly            Seconded: C Larkin</p> <p><b>NOTED</b></p>

REF	ITEM	DECISION
17.01/07	<b>REPORTS</b>	
	<p>iv) <b>Academic Council Update (continued)</b>            Governing Body noted work continued on the new QA framework as the University operated under the three former Institute QA frameworks. Academic Council had established three of their Committees with work ongoing to complete the composition of these Committee memberships. Work had also commenced on the University's new education model with details on this process to be brought to a future Governing Body meeting. It was also noted that the University were actively looking at new cohorts of potential studies as a result of Covid19 including individuals who wished to upskill or change their career path.</p> <p>Governing Body noted the TU Dublin Brand Recognition Report would comeback in more detail to a future meeting to be considered further.</p>	<p>NOTED</p> <p>NOTED</p>
	<p>3. <b>COMMITTEE REPORTS</b></p> <p>i) <b>Audit and Risk Committee (ARC)</b></p> <p>a) <b>Approved ARC Minutes – Meetings 6 &amp; 7 (13<sup>th</sup> March and 12<sup>th</sup> May 2020)</b></p> <ol style="list-style-type: none"> <li>1) Governing Body noted the ARC Minutes of its sixth meeting held on 13<sup>th</sup> March, 2020</li> <li>2) Governing Body noted the ARC Minutes of its seventh meeting held on 12<sup>th</sup> May 2020.</li> </ol> <p>b) <b>ARC Report</b>            The Chair of Governing Body updated members on the ARC report, having chaired the recent ARC meeting held on 26<sup>th</sup> June 2020. Governing Body noted a detailed and comprehensive Covid19 Report had been presented to ARC on the practical operational and construction related issues affecting the University. Governing Body noted the Internal Audit Work Plan had been approved by ARC with a number of high priority areas scheduled for review during 2020/21. The newly appointed Internal Audit providers, Deloitte had commenced their work, and this work plan would be formally reviewed on an annual basis by ARC.</p> <p>ii) <b>Equality, Diversity and Inclusion Committee (EDIC)</b></p> <p>a) <b>EDIC Update</b>            Governing Body noted that no further EDIC meetings had taken place since the last Governing Body meeting, and noted the next EDIC meeting is scheduled to take place in early September.</p> <p>iii) <b>Finance and Property Committee (FPC)</b></p> <p>a) <b>Approved ARC Minutes – Meeting 2 (12<sup>th</sup> March 2020)</b></p> <ol style="list-style-type: none"> <li>1. Governing Body noted the FPC Minutes of its second meeting held on 12<sup>th</sup> March, 2020</li> </ol> <p>b) <b>FPC Report</b>            The Chair of FPC briefed members on a number of areas which the Committee were focused on including:</p> <ol style="list-style-type: none"> <li>1) Significant expenditure on IT infrastructure and personal equipment to facilitate online working academic delivery and assessment.</li> <li>2) Grangegorman construction projects in light of Covid-19 and current contractual risks</li> <li>3) Provisions in place to allow the University to remain in existing buildings. Governing Body noted ongoing discussions with the landlords of the former University properties still being occupied, in the context of the probable delay in exiting due to the Covid19 related construction delays.</li> </ol>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
17.01/07	REPORTS	
	<p>iv) <b><u>Nominations and Process Committee (NPC) and Subcommittee (NPS)</u></b></p> <p>c) <b><u>Approved NPC Minutes – Meeting 2 (29<sup>th</sup> April 2020)</u></b>            Governing Body noted the approved NPC Minutes of its second meeting on 29<sup>th</sup> April 2020.</p> <p>d) <b><u>NPC and NPS Updates</u></b>            The NPC/NPS Chair, and also Chair of Governing Body, updated Governing Body members on the following.</p> <p>1. <b><u>External Member Vacancy Update</u></b>            This item had been taken under Minute Item 17.01.01(2)(i).</p> <p>2. <b><u>New Chair of Governing Body</u></b>            Governing Body noted an informal approach had been made to a potential candidate for the role of the next Chair of Governing Body who decided after careful consideration not to take on this role. The NPC had met recently to consider all options available to the Committee. Following agreement by the NPC members the following selection and appointment process for the new Chair is recommended for approval by Governing Body:</p> <p>i) To extend the membership of the NPC membership for this process to include the three Chairs of the existing Governing Body Committees, (<i>Audit and Risk Committee, Finance and Property Committee and the Equality, Diversity and Inclusion Committee</i>).</p> <p>ii) Final specification on the role of the new Chair to be developed by the NPC and agreed with Governing Body.</p> <p>iii) Procure and appoint an executive recruitment agency to assist in the search for and selection of a candidate, including the advertising campaign, shortlisting and due diligence process.</p> <p>iv) Work with the executive recruitment agency to develop an agreed search strategy to identify potential and suitable candidates for the role.</p> <p>v) Work with executive recruitment agency to develop a long list of potential candidates to be refined to a short list of preferred candidates.</p> <p>vi) Delegated authority to NPC to bring forward the name of the preferred candidate to Governing Body to be affirmed by members.</p> <p>vii) Approval of appointment of preferred candidate by Governing Body</p> <p>Governing Body approved the above NPC recommendations.</p> <p>3. <b><u>Deputy Chair of Governing Body</u></b>            Although this was not part of the NPC remit, the Chair wished to raise the matter of the vacant position of Governing Body deputy Chair. This role is prescribed under the Act (Schedule 1, Section 5(4)). Following discussion Governing Body approved the approach proposed by the Chair with update on this position to be advised at the next Governing Body meeting.</p> <p>In response to clarification raised in relation to student representation on Governing Body Committees, the University Secretary advised that the Terms of Reference provided for Student Representation on the Governing Body Committees and the secretariat would be in contact with the students in relation to this matter in due course.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>APPROVED</p> <p>APPROVED</p> <p>APPROVED</p> <p>APPROVED</p> <p>APPROVED</p> <p>APPROVED</p> <p>APPROVED</p> <p>APPROVED</p> <p>Proposed: C Larkin            Seconded: J Grant</p> <p>APPROVED            Proposed: E Finan            Seconded: J Grant</p> <p>SECRETARIAT            UNIVERSITY SECRETARY</p>

REF	ITEM	DECISION
17.01/07	<b>REPORTS</b>	
	<p><b>4. OPERATIONAL REPORTS</b>            The Chief Operations Officer updated members on the following.</p> <p>a) <b>Finance Report</b>            Governing Body noted a revision of the finance report which had been submitted to the HEA in April was being prepared for submission. It was noted that there was a reduced expected loss in revenue from international students' income, but that there were expected increased expenditure on IT supports, additional software licences, signage on campuses, and extra cost driven by delay in completion dates for new buildings with knock-on effects on buildings rental and migration costs. It was now likely that migration would take place over the Christmas period.</p> <p>b) <b>Property Report</b></p> <p>i) <b>Sale of Aungier Street Building – City Campus</b>            The sale of the Aungier Street Building remained paused and would not be re-activated until Autumn at the earliest.</p> <p>ii) <b>Tallaght Campus</b>            Governing Body noted that the University would abide by the national consensus currently being working through with the construction sector.</p> <p>iii) <b>Grangegorman Development Update</b>            Governing Body noted the construction had commenced on the two quads. There were no completion dates yet with the east quad possibly finished in September and the central quad completed in November. It had been intended to migrate to these buildings over the summer before classes recommence.</p> <p>c) <b>University Seal Register Report (30<sup>th</sup> June 2020)</b>            Governing Body noted the Memorandum from the University Secretary, (30<sup>th</sup> June 2020), confirming documents to which the TU Dublin seal had been applied during the period 18<sup>th</sup> March 2020 to 30<sup>th</sup> June 2020.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>
17.01/08	<b>FORMAL APPROVALS ( Codes, Contracts, Policies and Statements)</b>	
	<p>The following draft documents were presented to Governing Body for approval.</p> <p>i) <b>Revised Draft Code of Conduct for Governing Body</b>            Governing Body approved the proposed revised draft "Code of Conduct for TU Dublin Governing Body".</p> <p>ii) <b>Draft Protected Disclosure Policy</b>            Governing Body approved the proposed draft 'Protected Disclosures Policy' subject to amendment to the word 'appropriately' in 1.6.</p> <p>iii) <b>Draft Policy on Procurement Authority Levels</b>            Governing Body approved the proposed draft 'Policy on Procurement Authority Levels'</p>	<p>APPROVED            Proposed: J Grant            Seconded: C Larkin</p> <p>APPROVED            Proposed: J Grant            Seconded: J Barnes</p> <p>APPROVED            Proposed: P Kelly            Seconded: E Finan</p>

REF	ITEM	DECISION
17.01/09	<b>SCHEDULED GOVERNANCE TOPIC</b>	
	<p>i) <b><u>ORGANISATIONAL DESIGN</u></b>            The Chair invited the President to brief members on this item. The President informed members that today was a critical day in the University's Organisational Design process as the OD report being launched later today was the output from the first stage in an organisational design process which will involve extensive consultation and engagement with staff, students and other stakeholders over the coming months. The President briefed members on the following areas:</p> <ul style="list-style-type: none"> <li>• Project Overview</li> <li>• Timelines</li> <li>• High Level Design</li> <li>• Executive Team</li> <li>• Next Steps</li> </ul> <p>Following discussion and queries raised it was agreed as part of the OD consultation process Governing Body would hold a special one agenda item meeting for OD in advance of their scheduled meeting on 23<sup>rd</sup> September 2020. This special meeting will also include a presentation from the external consulting team Crowe and PA who are involved in this project. Further details on date, time and location of this special meeting would be advised as soon as possible. The Chair thanked the President for his presentation.</p>	NOTED
	<p>ii) <b><u>REVIEW OF GOVERNING BODY</u></b>            Governing noted that Deloitte would be engaged as the external company to facilitate the Governing Body Effectiveness Review. The University Secretary advised that Deloitte would be commissioned to conduct a survey with members during the summer to enable presentation of the results at the next Governing Body meeting.</p>	NOTED
	<p>iii) <b><u>UPDATED GOVERNING BODY GOVERNANCE CALENDAR</u></b>            Governing noted the revised Governance Calendar to facilitate more urgent items on this Calendar.</p>	NOTED
17.01/10	<b>ANY OTHER BUSINESS</b>	
	There were no matters raised under this item.	NOTED
17.01/11	<b>NEXT MEETINGS</b>	
	<p>i) <b><u>Special Governing Body Meeting</u></b>            As part of the OD consultation process a special one agenda item Governing Body meeting will take place in advance of their scheduled meeting on 23<sup>rd</sup> September 2020, with details on date, time and location of this meeting to be confirmed with members as soon as possible.</p>	APPROVED
	<p>ii) <b><u>Scheduled Governing Body Meeting</u></b>            The next scheduled Governing Body meeting takes place on <b>Wednesday, 23<sup>rd</sup> September 2020 at 08.00am.</b></p>	NOTED
17.01/12	<b>NON EXECUTIVE MEETING</b>	
	<p>A brief meeting of Governing Body with any Executives in attendance took place, but Governing Body members agreed this should be deferred to after the next meeting of Governing Body due to the time taken at the meeting.</p> <p style="text-align: center;"></p> <p>SIGNED _____ DATE: 23<sup>RD</sup> SEPTEMBER 2023</p> <p style="text-align: center;"><b>Imelda Reynolds</b>  <b>CHAIR</b></p>	NOTED