

## Technological University Dublin Governing Body MINUTES

MEETING 33: Wednesday 22<sup>nd</sup> June 2022 (08.00 – 11.00)

PRESENT: Mr D Carson (Chair), Professor D FitzPatrick (President), Dr N Burns, Dr M Carr, Mr J Grant, Ms P Kelly,

Ms M Ryan, Dr S O'Shaughnessy

**Electronic Attendance:** 

Ms E Carroll, Dr C Duffy, Ms É Finan (Deputy Chair), Dr C Larkin, Dr E Maher, Ms C Clune-Mulvaney,

Mr C O'Donovan

APOLOGIES: Ms L Barret, Ms V Bistany, Mr J McCarthy, Mr M O'Donnell, Ms A O'Toole, Mr S Sheridan

IN ATTENDANCE: Ms B Elliott (University Secretary), Dr M Meaney (Registrar & Deputy President),

Mr D Murphy (Chief Operations Officer)

**INVITED:** Mr Brian Jordan (Students' Union President Elect)

SECRETARIAT: Ms Y Cooke

DOCUMENTATION: Circulated prior to meeting

Draft Agenda Governing Body Meeting 33 (22<sup>nd</sup> June 2022)

- Draft Minutes Governing Body Meeting 31 (11th May 2022)
- 3. Draft Minutes Governing Body Meeting 32 (23rd May 2022)
- 4. Governing Body Action Log (22nd June 2022)
- 5. HEA Email re AGS 2021 and Executive Response (7th June 2022)
- 6. HEA Email re Hourly Paid Staff and Executive Response (17th May 2022)
- 7. Revised Term of Appointment Governing Body Chair (24th May 2022)
- B. Updated Student Record Management system Proposal (8th June 2022)
- Draft Policy on Policy and Procedure Development (8th June 2022)
- 10. Policy Universe Development Plans for TU Dublin (8th June 2022)
- 11. UET Appointment (14th June 2022)
- 12. TU Dublin Draft Annual Report 2021 (15th June 2022)
- 13. Draft TU Dublin Financial Statements Y/E 33.08.2021 Update (15th June 2022)
- 14. Updated University Signing Authority
- 15. Procurement Contract Dell (8th June 2022)
- 16. Procurement Contract BIMM (8th June 2022)
- 17. University Seal Register Report (26th Mat 2022)
- 18. Strategic Plan Executive Memorandum and Report (8th June 2022)
- 19. University Executive Report (14th June 2022)
- 20. Governing Body Committees Memberships (15th June 2022)
- 21. EDIC Membership Proposal (15th June 2022)
- 22. Appendix A1 HEA Email re AGS 2021 and Executive Response
- 23. Appendix B1 Updated Student Record Management System Proposal
- 24. Appendix B1 Draft Policy on Policy and Procedure Development
- 25. Appendix C1 UET Appointment
- Appendix C2 TU Dublin Draft Annual Report 2021
- 27. Appendix C3 Updated University Signing Authority
- 28. Appendix D1 Strategic Plan Executive Memorandum and Report
- 29. Appendix D2 University Executive Report
- 30. Appendix E2 Revised GB EDIC Terms of Reference (11th May 2022)
- 31. Appendix E3 FPC Report Meeting 13 (18th May 2022)
- 32. Appendix E4 EDIC Approved Minutes Meeting 12 (26th April 2022)
- 33. Appendix E4- FPC Approved Minutes Meeting 12 (7th April 2022)

## DOCUMENTATION: Circulated at the meeting

No documentation was tabled at the meeting.



REF	ITEM	DECISION
	Section A — Standard Items	
	WELCOME AND INTRODUCTION The Chair welcomed everyone to the meeting and introduced Mr Brian Jordan who is the incoming Students' Union President elect	NOTED
33.01	a) <u>Apologies</u> The Chair noted members' apologies for this meeting.	NOTED
33.02	b) <u>Meeting Agenda</u> The Agenda for the meeting, as had been circulated, was approved and adopted.	<b>APPROVED</b> Proposed: J Grant
33.03	c) <u>Declaration of Conflicts of Interest</u> The Chair noted there were no conflicts of interest declared by members present.	Seconded: M Ryan  NOTED
33.04	<ul> <li>APPROVAL OF MINUTES</li> <li>a) The draft Minutes of the thirty-first meeting of the Governing Body held on 11th May 2022, as had been circulated were approved.</li> </ul>	<b>APPROVED</b> Proposed: P Kelly
33.05	<b>b)</b> The draft Minutes of the thirty-second meeting of the Governing Body held on 23 <sup>rd</sup> May, as had been circulated were approved.	Seconded: S O'Shaughnessy
33.06	GOVERNING BODY SELF-EFFECTIVENESS REVIEW UPDATE Governing Body agreed that Deloitte would conduct a follow-up review on the feedback received from members relating to best practice for Governing Body reporting. This Governing Body Reporting review would come under the remit of the Audit and Risk Committee in collaboration with the Executive.	Agreed
33.07	MATTERS ARISING Governing Body noted the items outstanding on the Governing Body Meeting Action Log	Noted
	CORRESPONDENCE RELEVANT TO GOVERNING BODY Governing Body noted the following:	
33.08	<ul> <li>a) HEA correspondence relating to TU Dublin Annual Governance Statement 2021 and Executive response.</li> </ul>	NOTED
33.09	b) HEA correspondence relating to TU Dublin hourly paid staff and Executive response.	NOTED
33.10	c) Correspondence relating to the revised term of appointment for the Chair of Governing Body which will now complete on 31 <sup>st</sup> December 2022. The Chair informed members that the recruitment process to select the next Governing Body Chair would be initiated as soon as possible.	Noted
	Section B — Policies Procedures and Proposals	
33.11	UPDATED STUDENT RECORD MANAGEMENT SYSTEM PROPOSAL Governing Body noted the following documents as circulated to members:	Noted
	Updated Student Record Management System Proposal Memorandum (8th June 2022)     Student Record Management System Proposal Support Documentation (Appendix B1)	
	Governing Body noted that the University Executive have reviewed and assessed the critical elements of this project's costings and funding requirements and that the Executive confirmed that these requirements can be managed without limiting the University's capacity to fund its normal activities. Governing Body also noted that regular status updates including both financial and governance reports would be provided to Governing Body.	Noted
	Governing Body approved the recommendation to authorise the University to enter into contract with DXC/ELLUCIAN subject to approval from the Department of Further and Higher Education, Research, Innovation and Science. Governing Body also requested regular updates	APPROVED Proposed: J Grant Seconded: M Ryan



Ref	Ітем	DECISION
	Section B — Policies Procedures and Proposals	
33.12	DRAFT POLICY ON POLICY AND PROCEDURE DEVELOPMENT Governing Body noted the following documents as circulated to members which had been reviewed, considered and recommended by ARC to Governing Body for approval.	Noted
	1) Draft TU Dublin Policy on Policy and Procedure Development Memorandum (8th June 2022) 2) Draft TU Dublin Policy on Policy and Procedure Development (Appendix B2)	
	Governing Body noted that TU Dublin policies will continuously be enhanced and improved to include clearer delineation between a policy and its procedures, and when a specific policy's procedures should be included as part of the Governing Body policy approval process. Governing Body also noted that as part of the Governing Body Reserved Matters Group work it will consider when it is appropriate to include a specific policy's procedures for Governing Body approval  Governing Body approved the TU Dublin Draft TU Dublin Policy on Policy and Procedure	<b>N</b> OTED <b>APPROVED</b> Proposed: É Finan
	Development	Seconded: N Burns
33.13	POLICY UNIVERSE DEVELOPMENT PLANS FOR TU DUBLIN Governing Body noted the following briefing memorandum as circulated to members which had been reviewed, considered and noted by ARC.	NOTED
	1) Policy Universe Development Plans for TU Dublin Memorandum (8th June 2022)	
	Section C - Governance and Compliance	
33.14	UET APPOINTMENT Governing Body noted the memorandum 'Dean, Faculty of Science and Health' and accompanying 'Appendix C1 – Appointment Report and Candidate Brief) as circulated to members for their consideration, review and approval request to authorise the University proceed to the next stage of the appointment process.	Noted
	The President confirmed that a thorough process had taken place consistent with that which was used for the previous UET appointments. All candidates who met the criteria were shortlisted. There were no female candidates shortlisted. The University is continuously working to broaden its diversity of which gender imbalance is one of these elements. The President advised that as an outcome of this process there is a preferred candidate which the University wishes to move through the rest of the recruitment and appointment process. The President informed members that the next step in the process is to issue a conditional offer of employment to the successful candidate which is subject to submission and verification of evidence of qualifications professional experience, references and garda vetting.	<b>N</b> OTED
	Following discussion and in response to a number of concerns raised by members, Governing Body noted the following:	Noted
	<ol> <li>Further clarification on the existing procedures in place, reserved functions and the requisite processes necessary going forward to prevent this situation arising again. A timeline required to put this new process in place as soon as possible.</li> <li>This matter would be brought to the Governing Body Reserved Matters Working Group.</li> <li>Proposal to establish or use an existing Committee of Governing Body for UET appointments, who would have oversight on behalf of Governing Body, with full disclosure and transparency on the candidates and the ultimate appointment.</li> </ol>	
	Governing Body approved the recommendation that the University be authorised to proceed to the next stage of the appointment process.	APPROVED Proposed: J Grant Seconded: S O'Shaughnessy



REF	ÎTEM	DECISION
	Section C - Governance and Compliance	
33.15	DRAFT FINANCIAL STATEMENTS UPDATE (Y/E 31.08.2021) Governing Body agreed to take this item ahead of the Annual Report 2021 item to ensure members were up to date on a potential delay in the final sign-off of the draft TU Dublin Financial Statements and the resulting impact on the Annual Report 2021.	Agreed
	Governing Body noted the memorandum 'TU Dublin Draft Financial Statements (DFS) 31st August 2021' as circulated to members detailing the technical accounting matter delaying the prepared DFS for presentation to the Audit and Risk Committee (ARC) for their consideration, review and recommendation to Governing Body. As a consequence of this technical delay the Annual Report 2021 may have to include the audited Financial Statements for 2020 in order that the Annual Report 2021 meets its statutory obligations under Section 23 of the Technological Act 2018 Act by 30th June 2022.	NOTED
	Governing Body also noted that it is intended to schedule an ARC meeting when this technical matter is resolved in order to have a recommendation to Governing Body members as soon as possible.	NOTED
33.16	TU DUBLIN DRAFT ANNUAL REPORT 2021 Governing Body noted the memorandum 'TU Dublin S.23 Draft Annual Report 2021' and accompanying 'TU Dublin Draft Annual Report 2021' as circulated to members for their consideration, review and approval in order that the University meet its statutory obligation under Section 23 of the Technological Act 2018, and be submitted to the Minister and the HEA no later than 30th June 2022.	NOTED
	Governing Body noted that the audited TU Dublin Financial Statements 2020 were referred to in the Annual Report 2021 as the draft TU Dublin Financial Statements 2021were pending final sign-off by the Comptroller and Auditor General who were waiting for expert technical advice on an extremely complex matter involving the PPP's before signing off. Governing Body raised concerns that the draft Annual Report 2021 referenced these audited Financial Statements 2020 rather than the current draft Financial Statements 2021 as stipulated under the TU Dublin Code of Governance (March 2021).	NOTED
	Following discussion Governing Body approved the following:	<b>APPROVED</b> Proposed: J Grant Seconded: M Ryan
	<ol> <li>The draft Annual Report 2021 as presented be amended in order that it meets both its statutory obligations in accordance with Section 23 of the Technological University Act 2018, and its comprehensive requirements under the TU Dublin Code of Governance (March 2021).</li> <li>The amended version to be submitted to the Minister and the HEA no later than 30th June 2022.</li> <li>Best endeavours to include a copy of the signed off TU Dublin Draft Financial Statements 2021 rather than the 2020 Financial Statements if feasible.</li> </ol>	,
	<ul> <li>The final amended tracked version to be circulated to Governing Body members for information.</li> <li>A review of the TU Dublin Code of Governance (March 2021) to be undertaken to ensure clarity and consistency in the terminology used to define and describe the TU Dublin Annual Report.</li> </ul>	SECRETARIAT UNIVERSITY SECRETARY
33.17	UPDATED TU DUBLIN SIGNING AUTHORISATION Governing Body noted the following documents as circulated to members:	NOTED
	Proposed Updated TU Dublin Signing Authorisation Memorandum(8th June 2022)     Updated Appendix 1 – Signatory Authorisation Levels (includes GBFC amendments)	Approved
	Governing Body approved the proposed updated TU Dublin Signatory Authorisation Levels detailed in the document Appendix 1 (including Tables 1, 2 and 3).	Proposed: J Grant Seconded: N Burns



REF	ÎTEM	DECISION
	Section C - Governance and Compliance	
33.18	TU DUBLIN PROCUREMENT CONTRACT - DELL Governing Body noted the following document as circulated to members :	NOTED
	TU Dublin Procurement Contract – Dell     Authority to directly drawdown from HEAnet Framework – Memorandum (8 <sup>th</sup> June 2022)	Approved
	Governing Body approved TU Dublin authority to directly drawdown from HEAnet Single Supplier Framework for the provision of desktop and laptop devices by DELL.	Proposed: N Burns Seconded: C Larkin
33.19	TU DUBLIN PROCUREMENT CONTRACT - BIMM Governing Body noted the following documents as circulated to members:	Noted
	TU Dublin Procurement Contract — BIMM Dublin Ltd     Authority to enter into a contract with BIMM Dublin Ltd — Memorandum (8th June 2022)	Approved
33.20	Governing Body approved the TU Dublin to enter into the proposed contract with BIMM.	Proposed: C Larkin Seconded: N Burns
00.20	UNIVERSITY SEAL REGISTER REPORT Governing Body noted the memorandum from the Chief Operations Officer (26th May 2022), confirming that the seal of TU Dublin seal was not applied to documentation during the period 12th April 2022 to 26th May 2022.	NOTED
	Section D — Executive Reports	
33.21	STRATEGIC PLAN EXECUTIVE REPORT     Governing Body noted the Strategic Plan Executive Report and its accompanying Appendix D1 as had been circulated to members. The President briefed members on the current status of the Strategic Plan.	Noted
33.22	UNIVERSITY EXECUTIVE REPORT     Governing Body noted the University Executive Report and its accompanying Appendix D2 as had been circulated to members. The President updated the meeting on a number of items relating to this report.	Noted
	Governing Body also noted that a number of supplemental briefing sessions to further update members on key University areas from the UET will take place in the coming months commencing with sustainability and research.	NOTED PRESIDENT/SECRETARIAT
	Section E - Committee Reports	
33.23	COMMITTEE MEMBERSHIPS Governing Body noted that the memorandum from the Governing Body Chair (15th June 2022) outlining a number of matters relating to the composition of Governing Body Committees and in particular gender introduce.	Noted
	It was agreed that the Committee Chairs will consider how best to address this gender imbalance matter and update Governing Body at its next meeting.	AGREED



Ref	Ітем	DECISION
	Section E — Committee Reports	
33.24	EQUALITY, DIVERSITY AND INCLUSION COMMITTEE (EDIC) MEMBERSHIP PROPOSAL Governing Body noted two EDIC membership proposals detailed in the following documents as circulated b members:	NOTED
	EDIC Membership Proposal Memorandum (15 <sup>th</sup> June 2022)     EDIC Terms of Reference - 11 <sup>th</sup> May 2022 (Appendix E2)	Approved
	Governing Body approved both EDIC proposals subject to the following amendment to Proposal 2: follows:  "Proposal 2  "The following amendment to Proposal 2: follows: "Proposal 2."	Proposed: J Grant Seconded: P Kelly
	The position of the EDIC Chair is extended to all members of Governing Body who are also members of the EDIC, subject to approval by Governing Body."	
33.25	COMMITTEE REPORTS Governing Body noted the following Committee Reports.  1) ARC Update – Meeting (24) held on 17 <sup>th</sup> June 2022 2) FPC Update and Report – Meeting (13) held on 18 <sup>th</sup> May 2022	Noted
33.36	COMMITTEE MINUTES Governing Body noted the following approved Committee Minutes.  1) EDIC Minutes – Meeting (12) held on 26 <sup>th</sup> April 2022 2) FPC Minutes – Meeting (12) held on 7 <sup>th</sup> April 2022	NOTED
	Governing Body noted that the approved minutes from the ARC meetings held on 2 <sup>nd</sup> March, 10 <sup>th</sup> March, and 20 <sup>th</sup> April 2022 together with the ARC Report from its briefing session on 9 <sup>th</sup> May 2022 would be appended to the combined meeting pack for 22 <sup>nd</sup> June 2022 and recirculated to members for information.	NOTED SECRETARIAT
	Section F – Standard Items	
33.27	ANY OTHER BUSINESS The following matters were raised under this item:	NOTED
	On behalf of Governing Body the Chair extended thanks to the outgoing student members, Ms Lesley Barrett, Mr Mark O'Donnell, and Mr Stephen Sheridan, whose term of office would conclude on 30th June 2021.	
	The Chair informed members that Ms Margaret Cullen, recently appointed member of Governing Body and its Audit Risk Committee had conveyed her apologies but was no longer in a position to remain on Governing Body and had tendered her resignation.	
	<ul> <li>The Chair informed members that Dr Charles Larkin in conjunction with TU Dublin had organised a recent Purdue University Conference and praised the work that was being done by TU Dublin.</li> </ul>	
	<ul> <li>The Chair informed members that a number of Governing Body Committees and Working Groups would continue to work over the summer including the NPC, Reserved Matters Working Group and the Academic Council Review Group and update the next Governing Body meeting.</li> </ul>	
33.28	NEXT GOVERNING BODY MEETING  Members noted that the next Governing Body meeting is scheduled to take place on Wednesday, 24h August 2022, and will be held on the Tallaght Campus.	NOTED
	The Chair thanked members for their attendance and participation.	NOTED
	SIGNED DATE: 24 <sup>th</sup> August 2022.  David Carson, Chair.	