

Technological University Dublin Governing Body MINUTES

MEETING 34: Wednesday 24th August 2022 (08.00 – 11.00)

PRESENT: Mr D Carson (Chair), Professor D FitzPatrick (President), Dr N Burns, Dr M Carr, Mr J Grant, Mr B Jordan, Ms L Kavanagh, Ms P Kelly, Dr C Larkin (Deputy Chair), Ms J Perez, Ms M Ryan, Dr S O'Shaughnessy, Ms A O'Toole

Electronic Attendance:

Ms V Barry, Ms E Carroll, Dr C Duffy, Mr J McCarthy, Ms C Clune-Mulvaney, Mr C O'Donovan,

APOLOGIES: Dr E Maher

IN ATTENDANCE: Ms B Elliott (University Secretary), Ms É Finan, Dr M Meaney (Registrar & Deputy President), Mr D Murphy (Chief Operations Officer)

SECRETARIAT: Ms Y Cooke

DOCUMENTATION: **Circulated prior to meeting**

1. Governing Body Student Member Nominees Appointments (28th July 2022)
2. Academic Council Student Member Nominees Appointments (10th August 2022)
3. Draft Agenda Governing Body Meeting 34 (24th August 2022)
4. Draft Minutes - Governing Body Meeting 33 (22nd June 2022)
5. Governing Body Action Log (24th August 2022)
6. DFHERIS Parliamentary Question re OD Consultancy and Executive Response
7. DFHERIS Parliamentary Question re TU Dublin FTE Staff and Executive Response
8. DFHERIS Correspondence re Student Record Management System (SRMS)
9. Resignation Letter – Governing Body Deputy Chair
10. Strategic Plan Executive Memorandum (24th August 2022)
11. University Executive Memorandum (24th August 2022)
12. Audited Financial Statements (Y/E 31.08.2021) Update
13. TU Dublin Current Financial Position Update
14. Application fee for non-EU Applicants
15. TU Dublin Draft Risk Appetite Statement, Risk Register and Risk Policy Memorandum (17th August 2022)
16. Draft Code of Governance for TU Dublin Subsidiaries Memorandum (11th August 2022)
17. GB Academic Council Review Group Recommendations Memorandum (17th August 2022)
18. University Seal Register Report (5th August)
19. Draft Blended Work Policy Memorandum (9th August 2022)
20. Appendix B1 – Strategic Plan Executive Report
21. Appendix B2 – University Executive Report
22. Appendix C4 – TU Dublin Draft Risk Appetite Statement, Risk Register and Risk Policy
23. Appendix C5 – Draft Code of Governance for TU Dublin Subsidiaries
24. Appendix C6 – GB Academic Council Review Group Recommendations
25. Appendix D1 – Draft Blended Work Policy
26. Appendix E1 – Committee Annual Reports (EDIC)
27. Appendix E2 – Committee Meetings Reports (AC)
28. Appendix E3 – Committee Minutes (AC/ARC/NPC)

DOCUMENTATION: **Circulated at the meeting**
No documentation was tabled at the meeting.

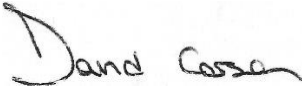
REF	ITEM	DECISION
Section A – Standard Items		
	WELCOME AND INTRODUCTION The Chair welcomed everyone to the meeting.	NOTED
34.01	GOVERNING BODY STUDENT MEMBER NOMINEES APPOINTMENTS – TU Act 2018, Sections 12(1)(f) and (g) Governing Body approved the appointment of three student member nominees, (Mr Brian Jordan, Ms Louise Kavanagh and Ms Jessica Perrez), detailed in the correspondence of 28 th July 2022 as circulated. These appointments were effective from 1 st July 2022. The Chair welcomed and introduced the new members to the meeting.	APPROVED Proposed: P Kelly Seconded: D FitzPatrick
34.02	ACADEMIC COUNCIL STUDENT MEMBER NOMINEES APPOINTMENTS – Governing Body approved the appointment of six student member nominees, (Mr Brian Jordan, Ms Jessica Perez, Mr James Curry, Mr Adam Clarke, Ms Saoirse Daly and Ms Mary Scally) detailed in the correspondence of 11 th August 2022 as circulated. These appointments were effective from 1 st July 2022.	APPROVED Proposed: C Larkin Seconded: N Burns
34.03	APOLOGIES The Chair noted members' apologies for this meeting.	NOTED
34.04	MEETING AGENDA The Agenda for the meeting, as had been circulated, was approved and adopted.	APPROVED Proposed: J Grant Seconded: Aileen O'Toole
34.05	DECLARATION OF CONFLICTS OF INTEREST The Chair noted there were no conflicts of interest declared by members present.	NOTED
34.06	APPROVAL OF MINUTES The draft Minutes of the thirty-third meeting of the Governing Body held on 22 nd June 2022, as had been circulated were approved.	APPROVED Proposed: A O'Toole Seconded: P Kelly
	MATTERS ARISING	
34.07	Deloitte Review – Governing Body Reporting Update Governing Body noted that the Deloitte Review of Governing Body Reporting is scheduled for completion and presentation to the next Governing Body meeting	NOTED
34.08	Governing Body Action Log (Open Items) Governing Body noted the items outstanding on the Meeting Action Log. Governing Body also noted that approved TU Dublin policies will be uploaded to the University website while draft policies will remain on the Governing Body portal.	NOTED
	CORRESPONDENCE RELEVANT TO GOVERNING BODY	
34.09	Governing Body noted the DFHERIS Parliamentary Question relating to Organisational Design Consultancy and the Executive response. Governing Body noted that an OD presentation update would be given by the OD Consultants, Crowe and PA Consulting at the next Governing Body meeting. Governing Body also noted that a briefing paper on the status of the OD procurement contract will be provided to members at its next meeting.	NOTED PRESIDENT COO
34.10a	Governing Body noted the DFHERIS Parliamentary Question relating to TU Dublin Full time Equivalent Staff and Executive response.	NOTED
34.10b	Governing Body noted the DFHERIS correspondence relating to TU Dublin Student Record Management System (SRMS).	NOTED
34.11	Governing Body noted correspondence from Ms É Finan, Deputy Chair and Chair of ARC, advising her intention to step down from Governing Body effective 30 th June 2022.	NOTED

REF	ITEM	DECISION
Section B – Executive Reports		
34.12	<p>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. Following discussion and in response to a number of areas raised by members, Governing Body noted that the next update will focus and rank items which are on track, items at risk and items which are working well.</p> <p>Governing Body noted the biggest single challenge that Technological Universities faced is the current academic structures inherited from the IoT's which are not consistent with a university model as they provide no career progression opportunities through the grades for staff to the level of Full Professor. This impacts on TU Dublin's ability to deliver the PhD legislative requirement imposed within the TU Act. The Chair requested a briefing paper on this item which he will raise at a meeting he will attend with Minister Simon Harris (DFHERIS) and Chairs of Technological Universities Governing Authorities.</p>	<p style="text-align: center;">NOTED PRESIDENT</p> <p style="text-align: center;">NOTED PRESIDENT</p>
34.13	<p>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. Following discussion on a number of areas the Chair requested a briefing paper on student accommodation which he will raise at the meeting with Minister Simon Harris (DFHERIS) and Chairs of Technological Universities Governing Authorities.</p>	<p style="text-align: center;">NOTED PRESIDENT</p>
Section C – Governance and Compliance		
34.14	<p>AUDITED FINANCIAL STATEMENTS (Y/E 31.08.2021) UPDATE Governing Body noted the memorandum 'TU Dublin Draft Financial Statements (DFS) 31st August 2021 Update' as circulated to members. Governing Body noted that TU Dublin continue to await a final opinion from the C&A-G in respect of 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. Governing Body also noted that this is the only outstanding item on the DFS from the C&A-G.</p> <p>Governing Body noted that the transfer of the land permission has been given in writing to the University by DFHERIS, but that the exclusive use of the building is the remaining outstanding item with DFHERIS</p> <p>Governing Body noted that a legacy paper will be prepared by the Executive when this matter is resolved and will detail a comprehensive history with supporting documentation for presentation to the ARC to remain on record for the future.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">COO</p>
34.15	<p>TU DUBLIN FINANCIAL POSITION UPDATE Governing Body noted the memorandum 'TU Dublin Financial Position Update to April 2022' detailing the quarterly report by the University on its Financial Performance to the HEA for the nine months to 30th April 2022. Governing Body also noted that this item will be a standard item on the Agenda with the format and content evolving to include the cash flow details.</p>	<p style="text-align: center;">NOTED</p>
34.16	<p>APPLICATION FEE FOR NON-EU APPLICANTS Governing Body noted the memorandum 'Application Fee for non-EU Applicants' as circulated to members for their consideration, review and approval to authorise the University to extend its existing and approved direct application processing fee to include non-EU students. Governing Body also noted this is in line with all other universities, ensures quality applications and will be set at a modest fifty euro per student</p> <p>Governing Body approved the following amended proposal: <i>'To authorise the University to proceed with the implementation of a non-refundable application fee for non-EU applicants of €50 from January 2023'.</i></p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">APPROVED Proposed: J Grant Seconded: M Ryan</p>

REF	ITEM	DECISION
Section C – Governance and Compliance		
34.17	<p>TU DUBLIN DRAFT APPETITE STATEMENT AND REGISTER Governing Body noted the following documents as circulated to members:</p> <ol style="list-style-type: none"> 1) Draft Risk Policy and Framework Document Memorandum (15th August 2022) 2) Draft University Risk Appetite Statement (Appendix C4) 3) Draft University Risk Register (Appendix C4) 4) Draft Risk Policy and Framework Document (Appendix C4) <p>Governing Body noted that the University is required to include a statement on Risk Management within the Statement of Internal Control (SIC) in the Financial Statements, and that Governing Body annually review and consider specifically the University Risk Register and Risk Appetite Statement.</p> <p>Governing Body noted that the role of Chief Risk Officer has recently been assigned to Mr Thomas Stone, VP for Partnerships on the UET. Work also continues on updating the broader Risk Management Policy and Framework document and this is included in the Governing Body papers for information and will be presented to Governing Body for review and approval once these updates are completed and following the full internal audit review to be conducted by Deloitte in September 2022.</p> <p>The Risk Appetite Statement has been updated to incorporate feedback from the Deloitte interim review and the ARC meeting on 15th August 2022 and is presented to the Governing Body of 24th August 2022, for consideration, review and approval as a working document.</p> <p>Governing Body approved the draft University Risk Appetite Statement and the draft University Risk Register.</p> <p>DRAFT CODE OF GOVERNANCE FOR TU DUBLIN SUBSIDIARIES Governing Body noted the following documents as circulated to members which has been reviewed, considered and recommended by ARC to Governing Body for approval.</p> <ol style="list-style-type: none"> 1) Draft TU Dublin Code of Governance for Subsidiary Companies Memorandum (11th August 2022) 2) Draft TU Dublin Code of Governance for Subsidiary Companies (Appendix C5) <p>Governing Body noted that TU Dublin has two subsidiaries. Responding to queries raised Governing Body noted that the TU Dublin Conflict of Interest Policy and its Conflict Register operates across the University including TU Dublin subsidiaries. Further clarification would also be included on the non remuneration of company directors under Section 13. Governing Body noted that retired members of the University are not allowed to sit on TU Dublin subsidiaries.</p> <p>Governing Body approved the draft Code of Governance for TU Dublin Subsidiaries.</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;">APPROVED Proposed: J Grant Seconded: P Kelly</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: P Kelly</p>
34.18	<p>GOVERNING BODY ACADEMIC COUNCIL REVIEW GROUP RECOMMENDATION Governing Body noted the following documents proposing new Academic Council Terms of Reference as circulated to members for their consideration, review and approval. This proposal has been endorsed by Academic Council and the Governing Body Academic Council Steering Group.</p> <ol style="list-style-type: none"> 1) Chair of Governing Body Academic Council Steering Group Memorandum (17th August 2022) 2) Academic Council Working Group Memorandum (15th August 2022) 3) Proposed Academic Council Terms of Reference (Appendix C6) <p>Governing Body noted a number of concerns raised relating to non-representation for some members of staff on Academic Council and that a process will be developed to ensure staff not represented by current structures/panels representation on Academic Council. Governing Body also noted that Academic Council subcommittees were additional mechanisms utilised by Academic Council to support wider engagement with University staff and students.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p>
34.19		

REF	ITEM	DECISION
Section C – Governance and Compliance		
34.19	<p>Governing Body agreed that this proposal is an evolving document and it will continue to be monitored reviewed and updated.</p> <p>Governing Body noted the following to be addressed post Governing Body approval</p> <ol style="list-style-type: none"> 1. Additional clarification on the voting process to include both in person and electronic procedures. 2. Engagement with social partners. 3. Removal of the first sentence of the footnote contained in the 'Academic Council Working Group Memorandum (15th August 2022)'. <p>Governing Body approved the proposed new Academic Council Terms of Reference as detailed in the document Appendix C6</p>	<p style="text-align: center;">AGREED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">APPROVED Proposed: C Larkin Seconded: P Kelly</p>
34.20	<p>UNIVERSITY SEAL REGISTER REPORT</p> <p>Governing Body noted the memorandum from the Chief Operations Officer (5th August 2022), confirming that the seal of TU Dublin was not applied to documentation during the period 26th May to 5th August 2022.</p>	NOTED
Section D – Policies, Procedures and Proposals		
34.21	<p>DRAFT BLENDED WORK POLICY</p> <p>Governing Body noted that the following documentation as circulated to members had been developed in consultation with the social partners (PMSS and TUI). It had been reviewed, considered and recommended by the UET at its meeting on 15th June for Governing Body approval.</p> <ol style="list-style-type: none"> 1) TU Dublin Draft Blended Working Policy Memorandum (9th August 2022) 2) TU Dublin Draft Blended Working Policy (Appendix D1) <p>Governing Body noted that all staff were eligible to apply under the policy's objective criteria, and also noted that currently there was no online learning academic agreement in place.</p> <p>Governing Body approved the TU Dublin Draft Blended Working Policy.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">APPROVED Proposed: M Carr Seconded: A O'Toole</p>
Section E – Committee Reports		
34.22	<p>COMMITTEE ANNUAL REPORTS (EDIC)</p> <p>Governing Body noted the EDIC Annual Report 2021 as circulated to members.</p>	NOTED
34.23	<p>COMMITTEE MEETING REPORTS (AC/ARC/FPC)</p> <p>Governing Body noted the AC Meeting Report of 22nd June 2022 as circulated to members. Governing Body also noted meeting updates from the FPC Chair, and the former Chair of ARC.</p>	NOTED
34.24	<p>COMMITTEE MINUTES (AC/ARC/NPC)</p> <p>Governing Body noted the following approved Committee Minutes and ARC Meeting Note.</p> <ol style="list-style-type: none"> 1) AC Minutes – Meeting (16) held on 6th April 2022 2) ARC Minutes – Meeting (25) held on 17th June 2022 3) ARC Minutes – Meeting (24) held on 20th April 2022 4) ARC Meeting Note – Meeting held on 10th March 2022 5) ARC Minutes – Meeting (23) held on 2nd March 2022 6) NPC Minutes – Meeting (6) held on 9th March 2021 	NOTED

REF	ITEM	DECISION
Section F – Standard Items		
34.25	ANY OTHER BUSINESS Governing Body noted there were no matters raised under this item.	NOTED
34.26	NEXT GOVERNING BODY MEETING Members noted that the next Governing Body meeting is scheduled to take place on Wednesday, 12 th October 2022, and will be held on the Grangegorman Campus.	NOTED
Section F – Governing Body Members Only Items		
34.27	RECRUITMENT PROCESS FOR GOVERNING BODY CHAIR The Chair briefed members on the recent Nominations and Process Committee (NPC) meeting held on 15 th August 2022. NPC members had reviewed the approaches and processes utilised for the recruitment, selection and appointment of the Chair in 2020, and considered potential processes and approaches for the recruitment process for the next Chair in 2022. Following discussion Governing Body agreed that the two documents as circulated to members below required further clarifications. Due to the urgency and tight timeframe for this recruitment process Governing Body agreed that the revised documents would be circulated to members for electronic approval in advance of the next Governing Body meeting. 1) Recruitment of the next Governing Body Chair Memorandum (15 th August 2022) 2) Draft Schedule – Governing Body Chair Recruitment Process 2022 (Appendix F1)	NOTED AGREED
34.28	APPOINTMENT OF GOVERNING BODY DEPUTY CHAIR Governing Body approved the appointment of external member Dr Charles Larkin, to the vacant role of Governing Body Deputy Chair in accordance with Schedule 1, <i>Governing of Technological University</i> , Paragraph 5(4), of the TU Act 2018, with effect from this meeting.	APPROVED Proposed: A O'Toole Seconded: M Carr
34.29	APPOINTMENT OF GOVERNING BODY COMMITTEE CHAIRS a) <u>Governing Body Interim Audit and Risk Committee (ARC) Chair</u> Governing Body noted that external member Dr Charles Larkin will step down as a member of the Governing Body Finance and Property Committee (FPC). Governing Body approved Dr Larkin's appointment to the Governing Body ARC, in accordance with Schedule 1, <i>Governing of Technological University</i> , Paragraph 6(2), of the TU Act 2018, with effect from this meeting. Governing Body approved the appointment of Dr Larkin to the vacant role of Governing Body ARC Chair, in accordance with Schedule 1, <i>Governing of Technological University</i> , Paragraph 6(7), of the TU Act 2018, on an interim basis with effect from this meeting. Governing Body noted that this position will be revisited in due course. Governing Body also noted that a number of independent member vacancies currently exist on the Governing Body ARC. The Chair stated that it would be very helpful if Governing Body members would be mindful of potentially suitable candidates within their networks with the required skillsets and expertise for these positions and flag them to the Chair and the University Secretary. b) <u>Governing Body Equality, Diversity and Inclusion Committee (EDIC) Chair</u> Governing Body noted that Governing Body member Mr Justin McCarthy, current Chair of EDIC informed members that he would be stepping down from this role with immediate effect, but intended to remain on this Committee as a member. Governing Body approved the appointment of Governing Body staff member and EDIC member, Dr Susan O'Shaughnessy, to the vacant role of Governing Body EDIC Chair, in accordance with Schedule 1, <i>Governing of Technological University</i> , Paragraph 6(7), of the TU Act 2018, with effect from this meeting.	NOTED APPROVED Proposed: S O'Shaughnessy Seconded: M Ryan APPROVED Proposed: M Ryan Seconded: P Kelly NOTED NOTED APPROVED Proposed: C Larkin Seconded: M Ryan

REF		
Section F – Governing Body Members Only Items		
34.30	<p><u>MEMBERSHIP OF GOVERNING BODY COMMITTEES</u></p> <p>a) Governing Body approved the appointment of external Governing Body member Mr Conor O'Donovan to the Governing Body FPC, in accordance with Schedule 1, <i>Governing of Technological University</i>, Paragraph 6(2), of the TU Act 2018, with effect from this meeting.</p> <p>b) Governing Body noted that the three student members would be appointed to an appropriate Governing Body Committee (FPC, EDIC or NPC), as soon as possible subject to gender balance requirements.</p> <p>c) Governing Body noted there were currently two external member vacancies on the Governing Body. Governing Body noted that the draft HEA Act was imminent and likely to be in place in 2023. This new legislation will reduce the membership size of the existing Governing Body from 22 to 19. This reduction will impact the number of current external members and the Governing Body's ability to ensure a competency based board.</p>	<p style="text-align: center;">APPROVED Proposed: P Kelly Seconded: M Ryan</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p>
34.31	<p><u>ACKNOWLEDGEMENT TO OUTGOING DEPUTY CHAIR</u></p> <p>The Chair wished to acknowledge and express his thanks to Ms Éilish Finan, former Governing Body Deputy Chair and also Chair of the Audit and Risk Committee who had stepped down from these positions on 30th June 2022. On behalf of Governing Body members the Chair thanked Ms Finan for her valuable contribution and commitment to Governing Body and her considerable work as Chair of ARC.</p> <p>In response, Ms Finan wished to extend her thanks to the many individuals she had worked with over the past three years and wished the University and the Governing Body continued success in the future.</p> <p>The Chair thanked members for their attendance and participation.</p> <p style="text-align: center;">  SIGNED _____ David Carson, Chair. </p> <p style="text-align: right;">DATE: 12th October 2022.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p>