

Technological University Dublin Governing Body

Final Signed MINUTES

MEETING 59: Governing Body Meeting Wednesday 26th March 2025 (09:30 – 13:30)

PRESENT: Dr C Larkin (Chair), Dr D Lillis (President), Mr P Aguele, Dr M Carr, Ms M Cooke, Mr M Gately, Mr W Johnston, Dr P Kelly, Dr E Maher, Mr B Ó Murchú, Mr E O’Shea, Ms A O’Toole, Ms S O’Toole, Ms L Shoemaker

ELECTRONIC ATTENDANCE: Dr N Burns, Ms A Meya

APOLOGIES: Mr C O’Donovan, Ms C Clune Mulvaney, Ms S A Sherry

IN ATTENDANCE: Dr D Dillane (Interim Recovery Lead), Ms B Elliott (Head of G&C and University Secretary), Mr S Harton (CFO),

SECRETARIAT: Ms M Holden, Ms S Hughes

INVITED: **Agenda Item No:**
 59.B.01 ii, 59.B.02 i & ii Tom Fee, CRAO
 59.B.01 iii Dominic Dillane, Interim Recovery Lead
 59.B.03 3) Thomas Stone VP Partnerships and Robert Flood Head of International Affairs
 59.B.03 v Mary Meaney Registrar/Deputy President and Dr Y Galligan, Director of EDI
 59.C.01 7) & ii Mary Meaney Registrar/Deputy President
 59.C.01 iii Niamh Shannon VP People, Organisation & Change and Shauna Lawlor Head of Employment Engagement

<u>Agenda Item No.</u>	<u>Documentation circulated prior to meeting</u>
59.A.02	Proposed Meeting Agenda
59.A.05 i	Draft Minutes Governing Body Meeting 58 (19 Feb 2025)
59.A.06 i	Governing Body Action Log (Open Items)
59.A.07 i	Correspondence from President to HEA 28th February 2025
59.A.08 i	FOI Requests x 2
59.B.01 i + ii	HEA Report A [4 monthly accounts]
59.B.01 iii	FRP update
59.B.02 i	University Risk Appetite Statement 2025
59.B.02 ii	University Risk Register 2025
59.B.02 iii	IA Charter
59.B.03 i	Structural Policy
59.B.03 ii	Update on Contract [REDACTED] for Event Management/Graduations
59.B.03 iii	Non-EEA Student Fee Policy
59.B.03 iv	Safety, Health and Welfare Policy 2025
59.B.03 v	Student Disciplinary Procedures
59.B.03 vi	Additional Terms of Reference - Governance Committee
59.C.01 i	University Executive Report
59.C.01 iii	SRMS Project Update
59.C.03 ii	Monthly Bank & Cash [Cashflow] 28.02.2025
59.D.01 i	University Seal Register Report
59.E.01 i	ARC Meeting Report - Meeting 43 (18 March 2025)
59.E.01 ii	FPC Meeting Report – Meeting 31 (19 March 2025)
59.E.01 iii	AC meeting Report - 26 Feb 2025

59.E.01 iv	EDIC meeting Report – (05 March 2025)
59.E.02 i	ARC Minutes - Meeting 42 (04 Feb 2025)
59.E.02 ii	FPC Minutes - Meeting 30 (10 Feb 2025)
59.E.02 iii	EDIC Minutes - Meeting 25 (22 Jan 2025)
59.E.02 iv	AC Minutes - Meeting 29 (04 Dec 2024)

REF	ITEM	Decision
Section A – Standard Items		
59.A.01	WELCOME AND INTRODUCTION INTRODUCTION, ATTENDANCE AND APOLOGIES <p>The Chair welcomed all attendees to the meeting.</p>	
59.A.02	PROPOSED MEETING AGENDA <p>The agenda for the meeting, as had been circulated, was approved subject to minor changes.</p>	Approved Proposed: L Shoemaker Seconded: M Cooke
59.A.04	Declaration of Confidentiality – all members present agreed to abide by strict confidentiality.	
59.A.05	Draft Minutes Governing Body Meeting 58 (19 Feb 2025) were approved subject to minor changes.	Approved Proposed: L Shoemaker Seconded: M Cooke
59.A.06	MATTERS ARISING	
59.A.07	HEA CORRESPONDENCE <p><i>Correspondence from President to HEA 28th February 2025</i></p> <p>The President and Chair commented on the improved relationship with the HEA, noting that the President is to meet with the HEA regarding the S64 Process in May.</p>	Noted
59.A.08	OTHER CORRESPONDENCE RELEVANT TO GOVERNING BODY <ul style="list-style-type: none"> i. FOI Request MTU re Costs of Merger 30.01.25 ii. FOI journalists request re FRP 03.03.25 	Noted Noted Noted
59.A.09	COMMUNICATION COVERAGE	Noted
Section B – Items for Approval		
59.B.01	Finance Items <ul style="list-style-type: none"> i. <i>HEA Regular Report [C]</i> [4 monthly accounts] submission and compliance with HEA deadlines was noted by members. The CFO indicated that the €4m deficit was anticipated and is in line with the Financial Recovery Plan projections and highlighted the seasonality of University business. ii. <i>Annual Operational Plan & Budget [OPB]</i> and top 5 Institutional Risks The CFO presented a slide summarising the detailed OPB that was reviewed and recommended for approval by UET and to the Finance and Property Committee. The CFO indicated that a prudent view had been taken showing no changes from FY23/24 and outlined contingency planning measures for unforeseen financial challenges, to help ensure resilience in the face of potential budgetary shortfalls. The CFO explained the various adjustments impacting the financial outlook, made to the FRP deficit figure across the four years from 23/24 to 26/27; whilst the overall impact is negative in 25/26, it is positive thereafter. Several points were noted including: 	Noted Noted

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	<p>Apprenticeship Expansion Delays – A delay in rolling out additional apprenticeship blocks resulted in a shortfall of expected revenue, requiring alternative funding solutions. Members expressed their concern in this regard.</p> <p>[REDACTED]</p>	
	<p>Finance team are dependent on provision of information from across the University to feed into the OPB process and verification of same which is time consuming; a more efficient process is required.</p> <p>There are difficulties in accurately measuring staff costs due to late pay claims (c€1.5m received post year end).</p> <p>Additional Operating Costs of running the three new buildings being the Academic Hub and two PPP buildings in Blanchardstown and Tallaght.</p> <p>Depreciation Adjustments – The financial recovery plan had been updated to include depreciation charges associated with own funded University assets .</p> <p>The President agreed with the need to determine the cost of apprenticeship blocks but cautioned against pressing the HEA to release this capital funding until the University is ready to deliver.</p>	<p>Action ⁶⁰</p>
	<p><i>The updated top 5 Institutional Risks</i></p> <p>The Annual Operational Plan & Budget [OPB] was approved by Governing Body and the CFO and Finance team and CRAO were thanked for work done.</p> <p>iii. <i>FRP Update</i></p> <p>The Interim Recovery Lead reported that implementation of the recovery plan remains on track with all financial milestones being closely monitored. He reported that to date, no feedback had been received from the HEA to the letter of 28th February 2025.</p> <p>The Interim Recovery Lead presented slides on screen on staffing numbers in TU Dublin 2018-2024 and a detailed discussion followed, centered on staffing levels and associated costs, particularly concerns regarding expenditure and the increasing number of senior roles as reported by the Interim Recovery Lead.</p> <p>[REDACTED]</p>	<p>Approved Proposed: W Johnston Seconded: A O'Toole</p> <p>Noted</p>
	<p>The Interim Recovery Lead drew attention to new and expanded functions such as Sustainability, Organisation, Change and Culture and in Communications and Marketing. He explained the need to channel resources into the income generating units, in particular the Schools and to determine the correct balance in PMSS.</p> <p>[REDACTED]</p> <p>Members expressed surprise and questioned whether the Governing Body had been adequately informed of the cost increasing nature of Organisation Design (OD) or adequately consulted on this level of increased expenditure as is required.</p>	<p>Noted</p>

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	<p>The Chair noted that there has been a significant increase in senior roles [REDACTED] perpetually while it was not clear what governance structure was in existence to oversee this.</p> <p>It was noted that in 2024 a pause had been placed on the recruitment of posts in the original Organisation Design by the Interim President and that this is still in place and is subject to a post prioritisation exercise. Members also highlighted that they had asked the Executive for updates on OD which were not forthcoming; and commented that the Governing Body minutes did not adequately reflect this.</p> <p>It was noted that staff numbers are reported to the HEA via quarterly reports. The CFO indicated that TU Dublin trends below the ECF ceiling..</p> <p>Members requested a review of the organisation design project to assess whether expenditure was appropriately sanctioned by Governing Body; and that this exercise should include ascertaining the availability or otherwise of minutes from key governance groups, particularly the Organisational Design Committee (Project Steering Board) and other decision-making committees e.g. Staffing Posts Approval Group (SPAG). It was noted that these groups had made significant recommendations affecting university structure and finances, and that formal records should be available for review</p> <p>This review should also clarify to Governing Body how these roles were authorised and whether there was sufficient due diligence done.</p> <p>Additionally, a review of Governing Body minutes should be undertaken to ascertain how member interrogation of organisation design and queries raised is evidenced.</p> <p>Three options were proposed for how this structured review of staffing and staffing decisions should be undertaken – 1. internal review 2. external review 3. review under S77 of the HEA Act [REDACTED]</p> <p>It was agreed that the Executive would bring an options paper to Governing Body with options on how to progress with this investigation.</p> <p>In the meantime, the Chair requested a full halt on any staffing related to OD.</p>	<p>Noted</p> <p>Noted</p> <p>Noted</p>
59.B.02	<p>Compliance & Risk Management</p>	Action ⁶¹
	<p>The CRAO was welcomed to the meeting, and the documents as pre circulated to Governing Body members were noted as read.</p> <p>i. <i>University Risk Appetite Statement (RAS) 2025</i></p> <p>The CRAO presented an update on the Risk Appetite Statement which defines acceptable levels of risk across key operational areas, including financial sustainability, regulatory compliance, cybersecurity, and academic performance.</p> <p>He explained that the RAS has been revised to incorporate the new risk taxonomy (risk classifications) and highlighted the Governing Body's responsibility to set a risk appetite that is achievable, and that the University will tolerate in pursuit of its strategic objectives. The Governing Body are required to review the RAS annually as recommended by ARC, to ensure ongoing relevance and responsiveness to evolving challenges.</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>	<p>Agreed</p>

REF	ITEM	Decision
	4. [REDACTED]	Noted
	ii. University Risk Register (URR) 2025 The CRAO presented the updated URR, which takes account of themes arising through the functional risk registers across the University and reviews at Risk Management Committee, UET and recommended by ARC. The Governing Body are required to review and approve the URR at least annually. The CRAO indicated that the URR is at a point in time and highlighted the changes to risk ratings since last approved. Members requested that the URR be updated to make it clearer that subsidiaries are encompassed and to emphasize the need for resourcing in the area of Safety, Health and Welfare. [REDACTED]	Noted Noted Noted Agreed Agreed
	University Risk Appetite Statement 2025 and the University Risk Register 2025 were approved by Governing Body	Approved Proposed: E O'Shea Seconded: M Cooke
	iii. Internal Audit (IA) Charter The Head of Governance and Compliance presented the IA Charter noting that it was reviewed and recommended by ARC and reflects the New Global Internal Audit Standards (GIAS) effective since 09 January 2025. This is the first Internal Audit Charter to be brought to Governing Body for approval. Once agreed it will be signed by Deloitte, the President and the Chair of Governing Body. Governing Body approved the IA Charter as presented.	Approved Proposed: E Maher Seconded: W Johnston
59.B.03	POLICIES / STATEMENTS / PRINCIPLES <i>The University Secretariat team were asked to leave the meeting for items i, ii, vi and vii and notes were provided by the Deputy Chair.</i> i. Senior Academic Leadership Posts (Rotation of Posts) "Structural Policy" The President introduced a policy concerning senior academic leadership posts, which was discussed by the Governing Body and approved. ii. Terms of Reference of enhancement of executive structures and processes The President introduced a paper setting out the terms of reference in respect of work on the enhancement of executive structures and processes. The paper was discussed by the Governing Body, and approved. iii. Non-EU & Non-EEA Student Fee Policy The Chair welcomed Thomas Stone, VP Partnerships and Dr Robert Flood, Head of International Affairs to the meeting, and they presented on the Non-EEA Student Fee Policy as recommended by the Finance & Property Committee.	Approved Proposed: P Kelly Seconded: L Shoemaker Approved Proposed: E Maher Seconded: L Shoemaker

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	<p>The Finance & Property Committee Chair confirmed that the Policy was reviewed in detail to ensure compliance with national and international tuition regulations, and with the nascent TrustED Ireland Mark requirements of QQI, International Education Mark.</p> <p>It was noted that provisions for scholarships and financial aid were assessed to enhance accessibility for non-EEA students.</p> <p>The Non-EU & Non-EEA Student Fee Policy was approved by Governing Body.</p> <p>iv. Safety, Health and Welfare Policy 2025</p> <p>The Policy was approved by members and the Head of Governance and Compliance confirmed that the University Safety Statement which is a more comprehensive document, will follow at a later meeting.</p> <p>v. Student Disciplinary Procedures</p> <p><i>The Chair welcomed Dr M Meaney, Registrar & Deputy President and Dr Y Galligan, Director of EDI to the meeting.</i></p> <p>The updated Student Disciplinary Procedures as approved by Academic Council, and legally proofed, were presented. It was noted that there are Procedures currently in place but that following on from a request from Governing Body regarding the governance of the expulsion process, these were reviewed.</p> <p>The Deputy Chair welcomed the update to the Procedures that removed the Governing Body as the court of last resort.</p> <p>Key discussion points included the need for greater transparency in the process, clearer definitions of misconduct, proportionality in disciplinary actions and balance between the complainant and the witnesses, and mechanisms for student appeals.</p> <p>It was agreed that this document will be further reviewed and revised taking on board comments and feedback from Governing Body. It will also be subject to the Social Partner engagement process and the final draft incorporating feedback from relevant stakeholders, presented to the EDIC in advance of re-submission to Governing Body;</p> <p>Dr Y Galligan confirmed that the document was reviewed from an EDI perspective and her comments have been provided for inclusion in the final draft.</p> <p>vi. Additional Terms of Reference - Governance Committee</p> <p>A paper approving the establishment of a special governance committee was discussed and approved by the GB. It was noted that the Ardú Committee has been dissolved, having successfully fulfilled its mandate, and that its functions have been taken up by the FPC Committee.</p> <p>vii. Appointment of Secretary [tabled on the day]</p> <p>The GB noted, having been informed of such by the President (in the absence of Pamela Kelly and the University Secretary), that a competition for the head of University Secretariat had recently been conducted, and that the successful candidate was Dr. Pamela Kelly. Dr. Kelly was unanimously approved as GB secretary, subject to contract and other employment arrangements being made as between the University and Dr Kelly.</p> <p>viii. Terms of Reference- Nomination/Select Committee</p> <p>This is with Keith Moynes, Assistant Secretary in DFHERIS – to be circulated for electronic approval.</p>	<p>Approved Proposed: L Shoemaker Seconded: E Maher</p> <p>Approved Proposed: A O'Toole Seconded: B Ó Murchú</p> <p>Noted</p> <p>Action ⁶²</p> <p>Noted</p> <p>Approved Proposed: L Shoemaker Seconded: A O'Toole</p> <p>Approved Proposed: E O'Shea Seconded: A O'Toole</p> <p>Deferred</p>

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	Section C – Executive Reports	
59.C.01	<p>i. University Executive Report</p> <p>The report was taken as read. And President gave brief update.</p> <p>Workplace Relations Update</p> <p>The President provided a verbal update on a Workplace Relations Committee (WRC) involving TU Dublin</p> <p>ii. SRMS project update</p> <p><i>The Registrar & Deputy President was welcomed to the meeting.</i></p> <p><i>The following key points were noted</i></p> <ul style="list-style-type: none"> – Overall the programme is tracking as amber due to missed milestones in data migration (mainly CAPP related), incomplete planning for Enterprise Application Integrations (EAIs), and provision of data in the Pre-PROD and other environments to fully support report development. – Now confident that data migration will work – Discussions taking place re addition of payment solution allowing credit card payments and instalment payments, with a push for [REDACTED] to take on the totality of the product. – The system implementation phase has been completed successfully, and user training sessions are currently underway. – Stakeholder engagement remains a priority, with faculty and administrative staff providing feedback on system usability and performance. – Challenges identified include minor technical issues related to data migration and integration with existing university platforms. A dedicated support team has been established to resolve these issues promptly. – Regular monitoring and performance assessments will continue to ensure a smooth transition and optimal functionality. – Expenditure is on track; will revert to seek approval for operational expenditure to maintain system support during roll out. – The CFO/Registrar & Deputy President to provide a summary of the costs and funding to date to FPC and Governing Body <p>Governing Body members noted that the FPC members requested clarification and finalised details on contingency funding, post-implementation support, long-term operating costs and annual licensing fee. The FPC will draw up a list of questions and will review final details on contingency spending and long-term SRMS costs in advance of the governing body's approval being requested.</p> <p>Governing Body thanked the Registrar & Deputy President and her team for the work on the SRMS project.</p> <p>iii. Update on Employee Engagement Survey [action#5&38]</p> <p><i>The VP for People Organisation & Culture (POC) and the Head of Employee Engagement (EE) were welcomed to the meeting.</i></p> <p>The Head of Employee Engagement presented an overview of the Employee Survey Action Plan as delivered to staff in November 2024 highlighting key themes, including level of workplace satisfaction, professional development opportunities, leadership effectiveness, and work-life balance.</p> <p>She indicated that specific concerns raised by employees included workload distribution, transparency of communication, and career progression pathways.</p> <p>The results from the benchmarking exercise will be shared with key stakeholders to assess the overall effectiveness of employee engagement strategies.</p>	<p>Noted</p> <p>Action ⁵⁷</p> <p>Action ⁵⁸</p> <p>Noted</p>

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	<p>Governing Body members emphasised the importance of using survey insights to inform policy improvements and develop targeted initiatives aimed at fostering a more supportive and inclusive work environment. A structured action plan will be developed to address areas requiring immediate attention, a dashboard will be created for tracking progress, with periodic follow-ups to track progress and measure impact.</p> <p>The Chair questioned whether costs of the action plan have been considered in the context of the FRP and it was explained that any actions with costs will be put forward as costing proposals; and who was responsible for implementation of improvements – the EE team including a lean process engineer, provide training to assist process owners to manage or design their processes more efficiently.</p>	Noted
59.C.03	<p>UET Appointments</p> <p>A brief update by the President on the recruitment of the Dean of Engineering, Built Environment and Apprenticeships was noted by members.</p>	Noted
59.C.03	<p>Finance Reports</p> <p>i. [REDACTED]</p> <p>[REDACTED]</p> <p>ii. Monthly Bank & Cash [Cashflow] 28.02.2025</p>	Noted
	Section D – ITEMS FOR NOTING	
59.D.01	<p>i. University Seal Register Report</p> <p>The University Seal Register Report from the University Legal Counsel confirming documents to which the seal of TU Dublin had been applied during the period 24 January 2025 to 11 March 2025.</p>	Noted
	Section E – Council and Committee Minutes & Reports	
59.E.01	<p>I. ARC Meeting Report - Meeting 43 (18 March 2025)</p> <p>The ARC Chair indicated that the Internal Audit of Safeguarding of Children and Vulnerable Adults was imminent and emphasised the importance of prompt addressing of findings.</p> <p>II. FPC Meeting Report – Meeting 31 (19 March 2025)</p> <p>III. AC meeting Report – (26 Feb 2025)</p> <p>IV. EDIC meeting Report – (05 March 2025)</p>	Noted
59.E.02	<p>COMMITTEE MINUTES</p> <p>ARC Minutes - Meeting 42 (04 Feb 2025)</p> <p>FPC Minutes - Meeting 30 (10 Feb 2025)</p> <p>EDIC Minutes - Meeting 25 (22 Jan 2025)</p> <p>AC Minutes - Meeting 29 (04 Dec 2024)</p>	Noted
59.F.01	<p>ANY OTHER BUSINESS</p> <p>i. Dates are to be agreed for additional Governance Ireland workshops.</p> <p>ii. Governing Body Action Log</p> <p>Update on items proposed for closure:</p> <p><i>Item 38 – agreed to close following presentation of action plan arising from staff survey (covered in agenda item 59.C.01 iii).</i></p> <p>Chair requested that <i>Item 5</i> remain open.</p>	Noted

REF	ITEM	Decision
	<p><i>Item 15 – re Student Disciplinary Policy to remain open until final policy is approved.</i></p> <p><i>Item 40 – re Graduation ceremonies agreed to close and replace with action item 51.</i></p> <p><i>Item 45 – re FOI requests agreed to close</i></p> <p><i>Item 47 – re Risk Appetite Statement agreed to close</i></p> <p>SIGNED </p> <p>Dr Charles Larkin, Chair</p>	