

Technological University Dublin Governing Body

MINUTES

MEETING 9: Wednesday, 17th July 2019 (09.00), TU Dublin, Grangegorman, Greenway Hub, Meeting Room GW402

PRESENT: Ms I Reynolds (Meeting Chair), Professor D FitzPatrick (President), Mr J Barnes, Ms V Bistany, Ms E Finan, Dr C Fisher, Mr J Grant, Ms A Keatinge, Ms P Kelly, Mr P Lavelle (Conference Call), Dr C Larkin, Mr M Marjoram (Conference Call), Ms S O’Shaughnessy, Ms A O’Toole, Mr P Yimbog

APOLOGIES: Mr P Bowler, Dr M Carr, Ms E Carroll, Mr J McCarthy

IN ATTENDANCE: Dr M Meaney (Lead, TU Dublin Programme Team), Mr D Murphy (University Secretary)

SECRETARIAT: Ms Y Cooke (TU Dublin Programme Team)

DOCUMENTATION: Circulated prior to meeting

1. Agenda – Governing Body Meeting 9 (17th July 2019)
2. Draft Minutes – Governing Body Meeting 8 (26th June 2019)
3. Proposed Academic Council Election Regulations 2019/2020
4. Memorandum – Use of University Seal (10th July 2019)
5. Proposed Schedule of Governing Body Meetings (September 2019 – December 2020)


REF	ITEM	DECISION
09.0 1/01	WELCOME , INTRODUCTION AND APOLOGIES	
	<p>WELCOME The Meeting Chair welcomed everyone to the meeting acknowledging this significant and historic occasion and gave a brief update on the context and current status of the Governing Body. It was noted that this meeting was being held on the first anniversary of its work programme initiated on 17th July 2018, when the decision to create Ireland’s first Technological University was announced by An Taoiseach. This programme of work included the legal establishment of Technological University Dublin, the appointment of its first President, the required completion of the Governing Body membership within six months from its appointed day 1st January 2019, and work is ongoing to complete the Strategic Plan before the end of the year.</p> <p>The Meeting Chair wished to formally propose a vote of thanks on behalf of the Governing Body to the former Chair, Professor Tom Collins, who recently retired from this position, for his significant contribution and commitment in his role in the establishment of TU Dublin and his work as the first Chair of its Governing Body.</p>	<p>NOTED</p> <p>APPROVED Proposed: P Lavelle Seconded: C Fisher</p>
	<p>INTRODUCTION The Meeting Chair invited members to introduce themselves and acknowledged the range of skills, backgrounds and depth of experience among the members, which will be an invaluable resource for the Governing Body.</p>	<p>NOTED</p>
	<p>APOLOGIES The Meeting Chair noted members apologies received for this meeting.</p>	<p>NOTED</p>


REF O	ITEM	DECISION
09.01/02	CHAIR OF MEETINGS	
	<p>The Meeting Chair, Ms Imelda Reynolds recused herself from this <i>Item [09.01/02] Chair of Meetings</i>, and re-joined the meeting when it had concluded. The President chaired the meeting for this item.</p> <p>CHAIR OF MEETINGS The Governing Body approved the following recommendations:</p> <ol style="list-style-type: none"> 1) Appointment of Ms Imelda Reynolds, currently Deputy Chair, as the Chair of the Governing Body in accordance with <i>Schedule 1</i>, Governing Body of Technology University, Paragraph 5(5)(b) of the TU Act 2018. 2) The appointment is with effect from this meeting, and for the period up to the appointment of the next Chair as prescribed under <i>Section 12(1)(b)</i> of the TU Act 2018. 3) A Governing Body Nominations and Process Committee will be established to provide governance oversight on behalf of the Governing Body to oversee all aspects of the search and selection process for the preferred candidate for the next Chair. The work of this Committee will be supported by the University Secretary and the Governing Body Secretariat. It is scheduled to complete its work before December 2020, to bring forward the name of the proposed nominee to be appointed as the next Chair for approval by the Governing Body. <p>Ms Reynolds re-joined the meeting and thanked members for their support, and informed them that she would retire from her role as a member of the Governing Body when she had completed her two-year term of office in December 2020.</p>	<p>NOTED</p> <p>APPROVED Proposed: P Lavelle Seconded: J Grant</p> <p>APPROVED Proposed: P Lavelle Seconded: J Grant</p> <p>APPROVED Proposed: P Lavelle Seconded: J Grant</p> <p>NOTED</p>
09.01/03	PROPOSED MEETING AGENDA	
	The Agenda for the meeting, as had been circulated, was approved and adopted.	<p>APPROVED Proposed: P Lavelle Seconded: C Fisher</p>
09.01/04	DECLARATION OF CONFLICT OF INTEREST	
	The Chair noted there were no conflicts of interest declared by members present.	NOTED
09.01/04	APPROVAL OF MINUTES	
	The draft Minutes of the eighth meeting of the Governing Body held on 26 th June 2019 were approved.	<p>APPROVED Proposed: A Keatinge Seconded: President</p>
09.01/05	MATTERS ARISING	
	<p>The following items were raised from the eighth meeting of the Governing Body held on 26th June 2019.</p> <ol style="list-style-type: none"> 1. Recruitment Process for Senior Roles for TU Dublin – [Item 09.01/10(i)] The President briefed members on the current status of the recruitment process for two senior roles for the University. These two positions, University Registrar & Deputy President and Chief Operations Officer have been advertised internally, nationally and internationally and it is anticipated that interviews and appointment to these roles will take place early in the next academic year. 2. An Cheim – [Item 08.01/07(2)(v)] The Director of Corporate Services confirmed that issues relating to An Cheim were being addressed through the Audit and Risk Committee. 	<p>NOTED</p> <p>NOTED</p>
09.01/07	ARRANGEMENTS FOR INDUCTION	
	<p>Governing Body noted the schedule for their Induction Programme would take place over two half days on Wednesday 18th and Saturday 21st September 2019.</p> <p>The Chair informed members that a number of key areas and topics would be covered during the two sessions including an overview of the higher education landscape, TU Dublin structures and programmes, governance and role of the Governing Body, and a briefing on the strategy plan.</p>	<p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
09.01/08	STRATEGIC PLAN UPDATE	
	<p>The President informed Governing Body that in accordance with <i>Section 18</i> of the TU Act 2018, the timeline for preparing the first TU Dublin Strategic Plan was as soon as practicable after the appointed day of 1st January 2019. The legislation also specifies the duration for a strategic plan which is between 3-5 years with each subsequent plan prepared not earlier than six months or later than three months in advance of its expiration.</p> <p>The University has put in place a number of initiatives including a Strategic Working Group, a Steering Committee and a Representative Advisory Group. Engagement with stakeholders is taking place through a number of different mediums including workshops and surveys, with further workshops planned to facilitate as much staff and student participation as possible. External facilitation had been procured to support this engagement process. As part of the workshops, participants examined the 17 United Nations Sustainable Development Goals, as these themes are relevant to TU Dublin strategic objectives. Feedback from the sessions had been very positive with participants providing insightful input into shaping TU Dublin vision for 2030 with a level of commonality and cluster of similar views emerging across the University.</p> <p>Responding to queries raised by members in relation to their involvement in the Strategic Plan process, it was agreed that it may be necessary to hold an additional meeting to ensure appropriate Governing Body input to approve it.</p>	<p style="text-align: center;">NOTED</p> <p style="text-align: center;">NOTED</p> <p style="text-align: center;">AGREED</p>
09.01/09	COMMITTEES AND REPORTS	
	<p>1. COMMITTEES</p> <p>i) Academic Council</p> <p>a) Composition of TU Dublin Academic Council 2019/2020</p> <p>The President briefed members on the proposed composition of TU Dublin Academic Council, highlighting a number of areas including its size, constituencies, membership process, specific expertise and/or experience if required, term of office, sub-committees and a review period.</p> <p>Governing Body noted there were no constraints on the nomination process by which the President may nominate up to three additional members with specific expertise and/or experience if required. It was also noted that Governing Body set the policy under which the Executive of TU Dublin Students' Union nominate their members in accordance with its own procedures. It was noted that communication to staff on extended leave in relation to notification of forthcoming elections would be examined.</p> <p>Governing Body noted that an interim Academic Council was in place to manage its business affairs with the Academic Council election process planned to take place in September.</p> <p>The Governing Body approved the proposed document "<i>Composition of TU Dublin Academic Council</i>", subject to the following:</p> <p>1. It was agreed that page 4, subparagraph 3, under <i>Regulations for TU Dublin Academic Council</i> be amended to:</p> <p style="padding-left: 20px;">"3. Members of staff will be appointed using an election process whereby each member of staff will have the opportunity to be nominated and elected in one constituency only".</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: P Kelly Seconded: C Fisher</p> <p style="text-align: center;">APPROVED</p>

REF	ITEM	DECISION
09.01/09	COMMITTEES AND REPORTS	
	<p>b) TU Dublin Academic Council Election Regulations 2019/2020 The Governing Body approved the proposed document, "<i>Notice to Electors – Election of Staff Members to Academic Council 2019</i>", subject to the following:</p> <ol style="list-style-type: none"> It was agreed under Section 4, <i>Persons entitled to vote/Persons entitled to stand for election</i>, that an additional subparagraph 4.1.1 would be included as follows: "4.1.1 <i>Members of staff will be appointed using an election process whereby each member of staff will have the opportunity to be nominated and elected in one constituency only.</i>" It was agreed that under Section 6.3, <i>Manner of Voting</i>, subparagraph (a) be amended to: "(a) <i>Write an X beside the name of the candidate of your choice.</i>" It was agreed that under Section 7, <i>The Count(s)</i>, an additional subparagraph (c) would be included as follows: "(c) <i>In the event of there being a tie the member will be selected by means of a lottery.</i>" Update wording in relation to TU Dublin location descriptors. 	<p>APPROVED Proposed: P Kelly Seconded: S O'Shaughnessy</p> <p>APPROVED</p> <p>APPROVED</p> <p>APPROVED</p> <p>APPROVED</p>
	<p>ii) Audit and Risk Committee (ARC)</p> <p>a) Audit and Risk Committee Update This item was deferred to the next Governing Body meeting as no Audit and Risk Committee (ARC) meeting had taken place since the last Governing Body meeting. It was noted that the ARC meetings would align with the Governing Body meeting schedule to facilitate timely reports to the Governing Body.</p>	<p>NOTED</p>
	<p>b) Audit and Risk Committee (ARC) - Additional Governing Body Members The Governing Body were informed that Mr P Bowler, external member of Governing Body, and as Chair of the Audit and Risk Committee (ARC), had advised that its membership composition required not less than two external members of Governing Body as prescribed under its Terms of Reference.</p> <p>To meet this requirement as soon as possible, Governing Body agreed that <i>Expressions of Interest</i> would be sought from external members of Governing Body who may wish to be considered as nominees for appointment to this Committee, which were to be sent to the Governing Body Secretariat by Friday, 26th July 2019.</p> <p>The Governing Body noted that this appointment process was required to be completed in advance of the next Governing Body meeting on 18th September as the next Audit and Risk Committee meeting was scheduled to take place on 6th September 2019.</p> <p>The Governing Body approved Chairperson's Action to ratify the appointment of additional Governing Body member(s) to this role, subject to formal approval at the next Governing Body meeting on 18th September 2019.</p>	<p>NOTED</p> <p>AGREED SECRETARIAT</p> <p>NOTED</p> <p>APPROVED Proposed: P Lavelle Seconded: C Fisher</p>

REF	ITEM	DECISION
09.01/09	COMMITTEES AND REPORTS	
	<p>iii) Governing Body Committees</p> <p>a) Deliberation of additional Governing Body Committees The Chair informed members that Governing Body may establish additional Governing Body Committees as are necessary to assist it in the performance of its duties. It was noted that such Committees may include:</p> <ol style="list-style-type: none"> 1. Governing Body Finance Committee 2. Governing Body Nominations and Process Committee (<i>Next Chair of Governing Body</i>) 3. Governing Body Property Committee 4. Governing Body Strategy Committee <p>It was agreed that <i>Expressions of Interest</i> would be sought from members of Governing Body who may wish to be considered as nominees for appointment to these Committees to be sent to the Governing Body Secretariat in advance of the next Governing Body meeting on 18th September 2019.</p> <p>Responding to a number of queries raised in relation to the roles of these Committees, the University Secretary clarified the differences and overlap of functions for the Audit and Risk Committee, Finance Committee and Property Committee.</p> <p>The Chair informed members that currently there were two vacant positions on the Governing Body, a Ministerial Appointee under <i>Section 12(1)(h)</i>, resulting from Professor Tom Collins retirement, and the second one was prescribed under <i>Section 12(1)(g)</i>, the postgraduate student category which will be filled in September 2019.</p>	<p>NOTED</p> <p>AGREED</p> <p>NOTED</p> <p>NOTED</p>
	<p>2. REPORTS</p> <p>The Director of Corporate Services updated members on the following.</p> <p>i) Financial Update</p> <p>1. Audits of Financial Statements The audit fieldwork for all three campuses had completed. The close of audit meeting had taken place on 12th July 2019. The Comptroller & Auditor General's (C&AG) representatives had met with TU Dublin financial representatives and agreed the following:</p> <ol style="list-style-type: none"> a) A consistent approach on relevant items for December 2018 Financial Statements. b) The target date for sign-off of December 2018 Financial Statements was the end of August 2019 with presentation of draft accounts for approval at the September Governing Body meeting. c) Pre-plan for August 2019 consolidated Financial Statements. d) 31st December 2019 was the deadline for submission of draft August 2019 Financial Statements to the C&AG. <p>2. Capital Cash Flows Work continued on the disbursement of the budget from the proceeds of the sale of Cathal Brugha Street [REDACTED] which included VAT, equipment and IT network, and budget approved IT network first contracts. It was noted that budget and timing for Programme 3 of the Grangegorman development project was dependent on the sale of properties. Work had commenced on upgrading the 4th and 6th floors of Park House which will be used for a number of purposes, with the design team appointed for the renovation of floors 1-3 which are to be converted into an interim library to facilitate 10,000 students on its completion.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>

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09.01/09	COMMITTEES AND REPORTS	
	<p>3. <u>Student Union Funding</u> A second meeting of the working group had taken place to agree the student contribution distribution to introduce consistency in 2019 with a unitary process to be in place by September 2020.</p> <p>4. <u>Procurement</u> The procurement working group had identified priorities for procurement tendering for the remainder of 2019. Having three separate systems in operation posed some challenges with updated procurement data available to the end of June 2019 and a pipeline identified for the balance o 2019.</p> <p>5. <u>HEA Returns</u> A HEA meeting to discuss TU Dublin funding for IREL and ICT had taken place.</p> <p>6. <u>Risk Register</u> Progress continued on consolidating one Risk Register for the University.</p> <p>ii) <u>Property Update</u> </p> <p>iii) <u>Seal Register Update</u> The Governing Body noted the Memorandum from the University Secretary, (10th July 2019), confirming documents to which the TU Dublin seal had been applied since the Governing Body meeting on 26th June 2019.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>
09.01/10	ANY OTHER BUSINESS	
	<p>The following matters were raised under this item:</p> <p>i) <u>Confidentiality</u> Governing Body members noted that they treat as confidential all information that comes into their possession by virtue of their membership of the Governing Body and this duty of confidentiality remains even after an individual ceases to be a member.</p> <p>ii) <u>Charitable Status</u> The President advised members that the Charity Regulator and the University were in correspondence in relation to managing a technical detail regarding the status of staff who are both members of Governing Body and designated as Trustees of TU Dublin. The President will keep the Governing Body informed on this matter.</p> <p>iii) <u>Acronyms and Abbreviated Terminology</u> A summary document of acronyms and abbreviated terminology used within the University would be circulated to members.</p> <p>iv) <u>Documentation</u> Documentation relating to the governance of the University will be circulated to members as part of the pack for induction.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED SECRETARIAT</p> <p>NOTED SECRETARIAT</p>

REF	ITEM	DECISION
09.01/11	NEXT MEETING – 17 th JULY 2019	
	<p>i) Proposed Governing Body Schedule of meetings 2019/2020 The Governing Body approved the proposed Schedule of Meetings for 2019/2020 with members to be notified of these dates through their calendar system.</p> <p>ii) Next Meeting The next meeting is scheduled for Wednesday 18th September 2019 at 8.00am in TU Dublin, Grangegorman.</p> <p style="text-align: center;"> SIGNED  DATE: 18TH SEPTEMBER 2019 Imelda Reynolds CHAIR </p>	<p style="text-align: center;">APPROVED SECRETARIAT</p> <p style="text-align: center;">NOTED</p>