

Technological University Dublin Governing Body MINUTES

MEETING 20: Wednesday 4th November 2020 (08.00) – Electronic Meeting

PRESENT: Ms I Reynolds (Chair), Professor D FitzPatrick (President), Mr J Barnes, Mr N Beecher, 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, Mr J McCarthy, Ms S O'Shaughnessy, Ms A O'Toole

APOLOGIES: Ms A Bejarano, Dr M Marjoram

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

Agenda – Governing Body Meeting 20 (4th November 2020)

Draft Minutes – Governing Body Meeting 19 (23rd September 2020)

3. Strategic Plan Update

4. Financial Statements – Executive Summary

Draft TU Dublin Financial Statements 31st August 2020 (Foundation Accounts included)

6. Draft Letter of Representation 31st August 2019

7. C&AG End of Audit memorandum 15th October 2020

8. Internal Control Reviews 2019 (City, Blanchardstown, Tallaght)

Draft Annual Governance Statement 2019

10. Correspondence - Executive Summary

11. President's Report - Executive Summary

12. Academic Affairs – Executive Summary

13. Approved Minutes - Academic Council Meeting 6 (24th June 2020)

14. Approved Minutes – ARC Meeting 9 (11th September 2020)

15. Approved Minutes - NPC Meeting 3 (3rd July 2020)

16. Appointment of Student Member to ANPC Memorandum (29th October 2020)

17. Finance Report – Executive Summary

18. Use of the University Seal (Memorandum – 16th September 2020)

DOCUMENTATION: Presented at the meeting

No documents presented at the meeting

REF	Ітем	DECISION
20.01/01	INTRODUCTION AND APOLOGIES	
	The Chair outlined a number of changes to the format of the regular meeting agenda. The Chair advised members that executive summaries will be included in the Governing Body meeting pack. This is to enable the meeting run more efficiently and effectively and allow members to spend more time on strategic matters. These changes are in response to feedback received from members at the recent Governing Body effectiveness review. The Governing Body noted this restructured agenda will be a work in progress going forward. The Chair noted members' apologies for this meeting.	NOTED NOTED
20.01/02	MEETING AGENDA	
	The Agenda for the meeting, as had been circulated, was approved and adopted.	APPROVED Proposed: P Lavelle Seconded: C Larkin



Ref	Ітем	Decision
20.01/03	DECLARATION OF CONFLICT OF INTEREST	
	Under this item the Chair wished to take the opportunity to remind members that their responsibility as a member of Governing Body is to Governing Body as a whole and to also act in the best interests of the University, even if nominated though a constituency. This responsibility is clearly prescribed under both the TU Dublin Code of Conduct for Governing Body members and the TU Dublin Code of Governance.	Noted
	The Chair also informed members that under the TU Dublin Code of Governance that agenda setting for Governing Body meetings is the responsibility of the Chair and the President. The code provides for Governing Body members to propose items for inclusion on the agenda. The Chair and President will consider such proposed items and decide whether they are an appropriate use of the meeting time. The Chair advised members that a pre-Governing Body meeting takes place with the President and the University Secretary a number of weeks before each Governing Body meeting to agree the agenda. If any member of Governing Body wished to bring an agenda item forward for consideration they should send their proposal through the secretariat at least three weeks before the main Governing Body meeting is scheduled to take place.	Noted
	The Chair noted there were no conflicts of interest declared by members present.	Noted
20.01/04	APPROVAL OF MINUTES	
	The draft Minutes of the nineteenth meeting of the Governing Body held on 23 rd September 2020, as had been circulated, were approved.	APPROVED Proposed: A O'Toole Seconded: C Fisher
20.01/05	MATTERS ARISING	
	The following matters were raised and noted.	
	i) Item [19.01.05(i)] – Review of Governing Body Committees Terms of References Governing Body noted that the Chair of each Governing Body Committee has confirmed that this matter is an agenda item for consideration by their members at their next Committee meeting. The Governing Body secretariat will collate feedback received from each Committee Chair to include in an overall review for consideration by the Governing Body at a future meeting.	Noted
	ii) <u>Item [19.01.07(ii)] – Organisational Design (OD) Survey</u> Governing Body noted circulation of the OD survey on 13 th October to Governing Body members for response by 30 th October 2020.	Noted
	iii) Item [19.01.07(2)(i)] – Presentation of Student Numbers Governing Body noted that as the student census date is 31st October 2020, the presentation on student numbers has been moved to the Governing Body meeting on 16th December 2020.	Noted
	iv) Item [19.01.07(4)(i)(c)] – ARC Report Correspondence to the Chair of Governing Body 18th June 2020 Governing Body noted that a formal response had issued to the correspondent and this matter was now concluded.	Noted
	v) <u>Item [19.01.07(4)(iii)(b)] – Circulation of internal EDIC Report –</u> Governing Body noted the internal University EDI Report had been circulated to all Governing Body members for information.	Norra
	vi) Itam [40.04/00/i)) Sahadulad Cayarnanaa Tarria Uuraan Basauraaa	NOTED
	vi) Item [19.01/09(i)] Scheduled Governance Topic – Human Resources Governing Body noted the HR presentation had been circulated to all Governing Body members for information.	Noted



Ref	ITEM	DECISION
20.01/06	SCHEDULED GOVERNANCE TOPIC	
	STRATEGIC PLAN UPDATE The Chair invited the President to brief members on this item. The President informed members that within the strategic plan update he would also update members on the organisational design and in particular the proposal for the University executive team level. The President updated members on the following areas:	Noted
	 Strategic Plan Mission, vision and values Strategic plan framework – three pillars (people, planet and partnership) Overarching objectives within each pillar Strategy implementation process (KPI's and high level action plan roadmap) Strategy action plans (19 KPI's, high level roadmaps identified, submitted and outstanding) High level roadmap indicators (people, planet and partnership) High level roadmap interdependencies 	
	 Organisational Design - (Partnership Objective 4 - Organisational Effectiveness) Proposed membership - University Executive Team Responsibilities for each of the key roles - University Executive Team 	
	Governing Body noted that the roles are rotating posts and timebound with each role tied to its area of responsibility. The maximum term for these roles will be ten years but it is intended that tenures will range between 3-8 years to ensure there is continuity and experience across the portfolio areas. Governing Body noted that the operational elements of HR will sit under the COO remit while it is	Noted
	the intention to have the strategic HR element come under the Vice-President for People role. EDIC will remain under the President's area of responsibility to maintain its priority and will have a strong presence within the Vice President for People portfolio. Under the Vice-President for People role student development will focus on co-curricular engagement and personal development outside the academic programme remit with some overlap between it and the Registrar and Deputy President's portfolio.	Noted
	It was noted that the KPI's would be circulated to Governing Body members. The Chair thanked the President for his presentation.	NOTED SECRETARIAT
20.01/07	APPROVAL OF TU DUBLIN FINANCIAL STATEMENTS	
	The Chair informed members that these were the first financial statements for the University which covered the period from 1st January 2019 to 31st August 2019 and invited the Chair of ARC and the COO to present.	Noted
	The Chair of ARC advised members that at the ARC meeting held on 19th October 2020 they met with representatives from the C&AG at which a number of key issues were raised:	NOTED
	• There is a requirement for the Governing Body to carry out an annual review of the effectiveness of internal controls for each accounting period. The view of the C&AG is that the annual review should be specifically tabled at a Governing Body meeting and formally minuted in line with the Code of Governance. The C&AG noted "no Annual Review of Internal Controls specifically performed by the Governing Body" for the period 2019/2020. It was noted that during 2019/20 the ARC had considered the Internal Control reviews and noted such consideration and any issues arising in the reports and minutes presented to Governing Body.	Noted



Ref	Ітем	DECISION
20.01/07	APPROVAL OF TU DUBLIN FINANCIAL STATEMENTS	
	The Chair of ARC proposed that he would highlight areas of internal control as each financial paper is presented to Governing Body in order that Governing Body can state it has considered the effectiveness of the internal control process in place for the University for the period 1st January 2019 to 31st August 2019. Governing Body noted strong support to ask the C&AG collaboratively to modify their report in describing this matter. Governing Body noted that additional wording would be included in the body of the accounts (page 5) to formally record that the Governing Body did review and approve the Statements of Internal Control at their meeting on 4th November 2020. Text would also be included in the responses to the items noted in the C&AG memorandum in relation to the ongoing OD process and the three integrated financial systems scheduled to go live on 1st September 2021, which are all key to the enhancement of the internal controls.	Noted
	• Governing Body noted significant expenditure incurred on goods and services, the procurement of which was not compliant with relevant procedures as disclosed in the Statement of Internal Controls. It was noted that a number of processes have been put in place to reduce the non-compliant procurement spend, including University wide contracts are put in place as soon as individual campus contracts cease, regular procurement reporting across the three Campuses, the recruitment of a central procurement manager and the integration of the three financial systems on 1st September 2021.	N OTED
	• The Governing Body noted the C&AG Memorandum was an update note presented to ARC at the request of the University to identify any issues that the C&AG wished to discuss with the ARC and will not form part of any submission. The management letter is the final document and will afford the University an opportunity to put in a management response which will contextualise items which may result in items being removed from the management letter.	Noted
	 Governing Body noted there were no corrected or uncorrected audit misstatements identified by the C&AG during its audit, and commended the finance and reporting function in relation this work. 	Noted
	Governing Body noted a number of minor technical amendments will be made to the final document before sign-off.	NOTED
	Governing Body noted the C&AG intends to give an unqualified audit subject only to the non-compliant procurement item.	NOTED
	Governing Body noted that the income from the sale of Kevin Street had generated an exceptional surplus and this is noted in the accounts.	NOTED
	 Governing Body noted that the 2020 Internal Control Review is currently under way, and will be considered at the next ARC meeting and presented to the December Governing Body meeting. 	Noted
	The Chair of ARC informed members that the Financial Statements and Letter of Representation will be signed off by both the Chair of Governing Body and the President on behalf of the University following approval by Governing Body.	Noted
	i) <u>Executive Summary</u> The Governing Body noted the Executive Summary summarising the TU Dublin Financial Statements included in the Governing Body pack for noting and approval.	Noted



Ref	ITEM	DECISION	
20.01/07	APPROVAL OF TU DUBLIN FINANCIAL STATEMENTS		
	ii) Draft TU Dublin Annual Financial Statements 31st August 2019 (Foundation Accounts included as an Appendix) Governing Body noted that subsequent to the ARC meeting, there were two minor text changes to the draft considered, both of which are reflected in the draft documents circulated for this meeting and highlighted in the Executive Summary.	Noted	
	The draft Annual Financial Statements for the period 1st January 2019 to 31st August 2019 had been considered by the Governing Body Audit and Risk Committee (ARC) meeting on 19th October 2020 and approved for recommendation to the Governing Body subject to their being no material changes from the draft considered.	APPROVED Proposed: J Grant Seconded: J McCarthy	
	iii) C&AG Draft Letter of Representation 31st August 2019 The draft Letter of Representation for the nine month period from 1st January 2019 to 31st August 2019 had been considered by the Governing Body Audit and Risk Committee (ARC) meeting on 19th October 2020 and approved for recommendation to the Governing Body subject to their being no material changes from the draft considered	APPROVED Proposed: C Larkin Seconded: E Finan	
	Governing Body noted the C&AG End of Audit Memorandum dated 15th October 2020. The memorandum summarises the audit findings presented to the ARC meeting on 19th October 2020. The full detailed management letter will follow which, with appropriate management responses included, will be considered at a future ARC meeting.	Noted	
	v) <u>Draft Internal Control Reviews 2019 (City, Blanchardstown, Tallaght)</u> The Governing Body noted the following three reviews of the effectiveness of the systems of internal controls considered by the ARC during 2019/20:	Noted	
	 TU Dublin City Campus from 1 September 2018 to 31 August 2019 TU Dublin Tallaght Campus from 1 July 2018 to 30 June 2019 TU Dublin Blanchardstown Campus from 1 September 2018 to 31 August 2019 		
	vi) <u>Draft Annual Governance Statement 2019</u> The draft Annual Governance Statement 2019 had been considered by the Governing Body Audit and Risk Committee (ARC) meeting on 19 th October 2020 and approved for recommendation to the Governing Body subject to their being no material changes from the draft considered.	APPROVED Proposed: A O'Toole Seconded: V Bistany	
	The Chair thanked the Chair and members of ARC for their work in relation to these accounts. The Chair also thanked the COO and his team for their work acknowledging the challenges involved in consolidating three separate sets of accounts into one University set.	Noted	
20.01/08	CORRESPONDENCE		
	Governing Body noted the Executive Summary from the COO outlining three separate communications addressed to the Chair of Governing Body concerning different queries on student fees and refunds.	NOTED	
	Governing Body noted communications (i) and (iii) have been resolved. Communication (ii) is currently being processed and an update on this item by the Chair will be reported at the next Governing Body meeting.	NOTED CHAIR	



Ref	İTEM	DECISION
20.01/09	REPORTS	
	1. PRESIDENT'S REPORT The Governing Body noted the President's Executive Summary briefing members on a number of items including Covid19, OD and SALI. It was noted that a meeting will take place today between the Presidents and Rectors of all 41 European University partners and the European Commission. The level of engagement from the EU is significant with the Director Generals of all the relevant Commission elements related to higher education contributing to it. The University views this as a critical element of long term planning and at the end of the initial three year funding period want to be one of the twenty partners that will be formally approved and put into the full European University mode with significant positive impacts. This initiative is focused on student mobility, collaborative engagement and the provision of multiple degree options, or collaborative degree delivery or programme development. The President will keep members updated and bring further details to a future meeting.	Noted
	ACADEMIC AFFAIRS REPORT i) Approved Academic Council Minutes – Meeting 6 (24th June 2020) Governing Body noted the Academic Council Minutes of its sixth meeting held on 24th June 2020. ii) Academic Affairs Operation Replacement of the Residence of Executive Council Minutes of its sixth meeting held on 24th June 2020.	Noted
	Governing Body noted the Registrar's Executive Summary briefing members on a number of items including Academic Council, TU Dublin Virtual Graduations 2020, Student Supports and the Education Model. Governing Body noted the recruitment process for a number of posts to assist in developing the Education Model has commenced.	Noted
	3. COMMITTEE REPORTS a) Audit and Risk Committee (ARC) i) Approved ARC Minutes – Meeting 9 (11th September 2020) Governing Body noted the ARC Minutes of its ninth meeting held on 11th September 2020.	Noted
	ii) ARC Supplemental Report TU Dublin Internal Audit Progress Update Governing Body noted that Deloitte are concluding two draft audit reports including the Internal Control Review and the Cyber Security Review for the next ARC meeting and have commenced a GDPR Audit Review. C&AG General Letter (Impact of Covid-19) and Related Audit Insights Document Governing Body noted that the Comptroller & Auditor General Letter (Impact of	Noted
	Covid-19) and the Related Audit Insights document which is very useful and specifically to do with Covid19 and implications from Covid19. b) Equality, Diversity and Inclusion Committee (EDIC) i) EDIC Report	Noted
	Governing Body noted that no further EDIC meetings had taken place since the last Governing Body meeting with the next EDIC meeting to take place in December. The Chair will update members at the next Governing Body meeting c) Finance and Property Committee (FPC)	Noted
	i) FPC Report Governing Body noted that no further FPC meetings had taken place since the last Governing Body meeting with the next FPC meeting to take place in December. The Chair will update members at the next Governing Body meeting.	Noted



REF				Ітем	Decision
20.01/09	RE	POF	RTS		
	3. COMMITTEE REPORTS (continued)				
		d)	<u>Nor</u> i)	minations and Process Committee (NPC) Governing Body noted the NPC Minutes of its third meeting held on 3 rd July, September 2020.	NOTED
			ii)	Governing Body Retirements and Vacancies Update The Chair advised members that Dr Caitríona Fisher will step down at the end of her term of office on 31st December 2020. The Chair wished to acknowledge Caitríona's contribution to date and to thank her for her service.	Noted
				This will create three Ministerial nominee vacancies from 1st January 2021, (Dr Caitríona Fisher, Ms Imelda Reynolds and a position unfilled from Professor Collins retirement in 2019). The President confirmed he was liaising with the Department in relation to these vacancies and will keep the Governing Body updated on this matter.	Noted
				The Chair advised members Mr Paddy Lavelle will also be stepping down at the end of his term of office on 31st December 2020. The Chair wished to acknowledge Paddy's contribution and to thank him for his service. This will create a fourth vacancy which will be filled in accordance with Section 12(1)(j) of the TU Act.	Noted
				The Chair advised that Dr Carr's first term of office will expire on 14th January 2021 and that he is eligible for re-election. Nominations for this position are processed internally through the staff election process co-ordinated through the office of the University Secretary.	NOTED
		e)	Aug i)	gmented Nominations and Process Committee (ANPC) Appointment of Student Member to ANPC (Memorandum 29th October 2020) The Governing Body approved the appointment of Ms Rebecca Gorman to the Augmented Nominations Process Committee.	APPROVED Proposed: C Larkin Seconded: A O'Toole
			ii)	Chair of Governing Body recruitment process update The ANPC Chair updated members on the current status of this process. The Committee met with Perrett Laver on 2 nd November for a mid-search update. Currently there are a small number of applications. The closing date is Friday 6 th November having been advertised nationally and through the appropriate social media channels. In parallel with the advertisement Perrett Laver are also engaged in ongoing search activities. Potential candidates are being approached through a staggered suitability process to ensure confidentiality and discretion is exercised at all times.	Noted
				Following the meeting with Perrett Laver the ANPC are confident they will have a shortlist of very credible candidates from whom to select a person to recommend as the new Chair. The ANPC will meet a number of times to finalise this process over the next few weeks.	Noted
				The Governing Body has delegated to the ANPC the authority to bring forward the preferred candidate for affirmation by Governing Body at its next meeting on 16 th December 2020.	Noted



Ref	Ітем	DECISION
20.01/09	REPORTS	
	4. OPERATIONAL REPORTS The Chief Operations Officer updated members on the following. a) Finance Executive Summary Governing Body noted the COO's Registrar's Executive Summary briefing members on a number of items including:	
	 i) Finance update to 31st August 2020 (non-pay 31st July 2020) ii) Distribution of the student contribution charge iii) Covid19 finance update 	NOTED
	 b) Property Report Governing Body noted the following: The sale of Aungier Street continues to be paused and this status remains under review. The East Quad is being handed over within two weeks and the decanting of equipment will commence shortly after this. There is still no definite handover date for the Central Quad. There are contingency plans in place for the decant and the migration. There are three buildings affected by the Central Quad not being available, Cathal Brugha Street, Sackville Place and Kevin Street with a number of different arrangements in place with each of the landlords. Park House and Rathdown House projects are working to Covid19 delayed timelines with both projects coming to completion shortly. 	NOTED
	c) <u>University Seal Register Report (29th October 2020)</u> Governing Body noted the Memorandum from the University Secretary, (29 th October 2020), confirming documents to which the TU Dublin seal had been applied during the period 17 th September to 29 th October 2020.	Noted
20.01/10	FORMAL APPROVALS (Codes, Contracts, Policies and Statements)	
	The Chair informed members that when Professor David FitzPatrick was appointed as President on 1st January 2019, it was noted that he was a Governor on the Board of the Erasmus Smith Trust. This is a charitable organisation which covers a number of second level schools and it was agreed that he could maintain this role. This is a voluntary, non-remunerated role for a charitable organisation in the educational field.	NOTED
	In accordance with the TU Act, the Chair wished to formally record approval for this role effective from 1 January 2019.	APPROVED Proposed: C Fisher Seconded: A O'Toole
20.01/11	ANY OTHER BUSINESS	
	The Chair invited feedback from members in relation to the restructured Agenda and the process for the papers that would assist the meetings further.	Noted
20.01/12	NEXT MEETINGS	
	Governing Body noted the next Governing Body meeting takes place on Wednesday , 16 th December 2020 and is scheduled for three hours from 08.00am until 11.00am .	NOTED
	Signed DATE: 16TH DECEMBER 2020 Imelda Reynolds CHAIR	