

## Technological University Dublin Governing Body MINUTES

MEETING 41: Wednesday 23rd August 2023 (10.00 – 13.00)

PRESENT: Dr C Larkin (Chair), Professor D FitzPatrick (President), Dr M Carr, Dr C Duffy, Mr J Grant,

Mr B Jordan, Ms L Kavanagh, Ms P Kelly, Dr E Ryan, Dr S O'Shaughnessy, Ms A O'Toole

**Electronic Attendance:** 

Dr N Burns, Ms N Khisa, Ms C Clune-Mulvaney, Mr C O'Donovan

APOLOGIES: Ms E Carroll

IN ATTENDANCE: Ms B Elliott (University Secretary and Head of Governance and Compliance)

Dr M Meaney (Academic Registrar & Deputy President), [Agenda Item 41.C.01] Mr D Murphy (Chief Operations Officer), [Agenda Items 41.B.03, 41.C.01/02/03/04]

Dr P Horan (Head of Campus Planning), [Agenda Item 41.B.03]

Mr G Casey (CEO, Grangegorman Development Agency), [Agenda Item 41.B.03]

Mr C Sreenan (Director of Strategy & Design, Grangegorman Development Agency), [Agenda Item 41.B.03]

SECRETARIAT: Ms Y Cooke, Ms S Donovan

DOCUMENTATION: Circulated prior to meeting

[41.A.02] Draft Agenda Governing Body Meeting 41 (23rd August 2023)

2. [41.A.04] Draft Minutes - Governing Body Meeting 40 (21st June 2023)

[41.A.05] Governing Body Action Log (21st June 2023)

4. [41.A.06] Media Coverage – Financial Articles

[41.A.07] HEA Correspondence: TU Act (S20) and HEA Act (S142) [Included in Agenda Item 41.C.01]

6. [41.A.08] Regulatory and Sector Updates: HEA Correspondence: Code of Practice for the

Governance of State Bodies (30.06.23)

7. [41.B.03] Capital Development – TU Dublin Aungier Street/West Quad Proposal

8. [41.C.01] Financial Update (Includes Agenda Items 41.A.07 and 41.C.02)

9. [41.C.02] Financial Management Report Update (Included in Agenda Item 41.C.01)

10. [41.D.01] Electronic Approval – Draft University Safety, Health and Welfare Training Policy

11. [41.D.02] Electronic Approval - Updated University Protected Disclosure Policy

12. [41.D.03] University Seal Register Report

13. [41.F.01] Mazars External Governing Body Review (Working Draft - 23.08.23)

[41.F.02] Student's Union Update (23.08.23)

15. Appendix [41.B.03] Capital Development - TU Dublin Aungier Street/West Quad Proposal

16. Appendix [41.C.01] Financial Update (Includes Agenda Items 41.A.07 and 41.C.02)

17. Appendix [41.C.03] Chief Financial Officer Update

18. Appendix [41.D.01] Electronic Approval - Draft University Safety, Health and Welfare Training Policy

19. Appendix [41.D.02] Electronic Approval - Updated University Protected Disclosure Policy

20. Appendix [41.E.01] Academic Council Report – Meeting 22 (28th June 2023)

21. Appendix [41.E.02] EDIC Annual Report – 2022/2023

22. Appendix [41.E.03] Academic Council Minutes – Meeting 20 (21st February 2023)

## DOCUMENTATION: Circulated at the meeting

[41.B.01] Appointment of Governing Body Chair (HEA Act 2022)

2. [41.B.02] Appointment of Governing Body External Members (HEA Act 2022)

3. Appendix [41.B.01] Appointment of Governing Body Chair (HEA Act 2022)

Appendix [41.B.02] Appointment of Governing Body External Members (HEA Act 2022)



REF	Ітем	DECISION
	Section A – Standard Items	
41.A.01	WELCOME, ATTENDANCE AND APOLOGIES  The Chair welcomed everyone and noted apologies for this meeting.	Noted
	The Chair welcomed and introduced Ms N Khisa Nancy the new Governing Body Postgraduate Student Member to her first meeting.	Noted
	The Chair also informed members that this was the last Governing Body meeting for Ms E Carroll, Dr C Duffy, Mr J Grant and Dr S O'Shaughnessy. The Chair on behalf of Governing Body formally acknowledged and thanked these members for their support, contribution and commitment during their tenure as Governing Body members.	Noted
41.A.02	MEETING AGENDA  The revised Agenda for the meeting, as had been circulated, was approved and adopted.	APPROVED Proposed: E Maher Seconded: B Jordan
41.A.03	DECLARATION OF CONFLICTS OF INTEREST  The Chair noted there were no conflicts of interest declared by members present	Noted
41.A.04	APPROVAL OF MINUTES  The draft Minutes of the fortieth meeting of Governing Body held on 21st June 2023 as had been circulated were approved subject to the following amendments:	APPROVED: Proposed: L Kavanagh Seconded: A O'Toole
	Minute Item [41.A.07] Humanitarian Medical School – Governing Body Briefing Paper     To include the following additional wording in paragraph 2, '(not currently registered with the Charities Regulator)'.	
	2) To include the following additional wording in the final paragraph. Following discussion members noted that while Governing Body was supportive and positive towards the proposed programme, a number of clarifications, questions, and concerns were raised by members to be addressed by the provision of a follow-up paper in due course. This paper would include information on the following:	
	<ul> <li>i) Potential conflicts of interest.</li> <li>ii) Resourcing requirements in terms of scoping programme.</li> <li>iv) Details on the proposed programme (logistics/finance/curriculum).</li> <li>v) Ethical considerations</li> <li>vi) Confirmation that there is no religious order connection to the organisation and curricular development relating to this proposal'.</li> </ul>	
	Minute Item [41.A.14]     HEA Correspondence: Funding the Future 2023 Allocation - 16 <sup>th</sup> June 2023]     To include the following additional wording in paragraph 2, for the purposes indicated in the HEA grant notification letter (9 <sup>th</sup> March 2023), such as'.	
	The University Secretary reminded members that comments or questions relating to Governing Body papers, including proposed amendments to draft minutes, should be submitted in writing to the secretariat in a timely manner in advance of the main Governing Body meeting, as this will enable efficient approval of minutes at the meeting.	Noted

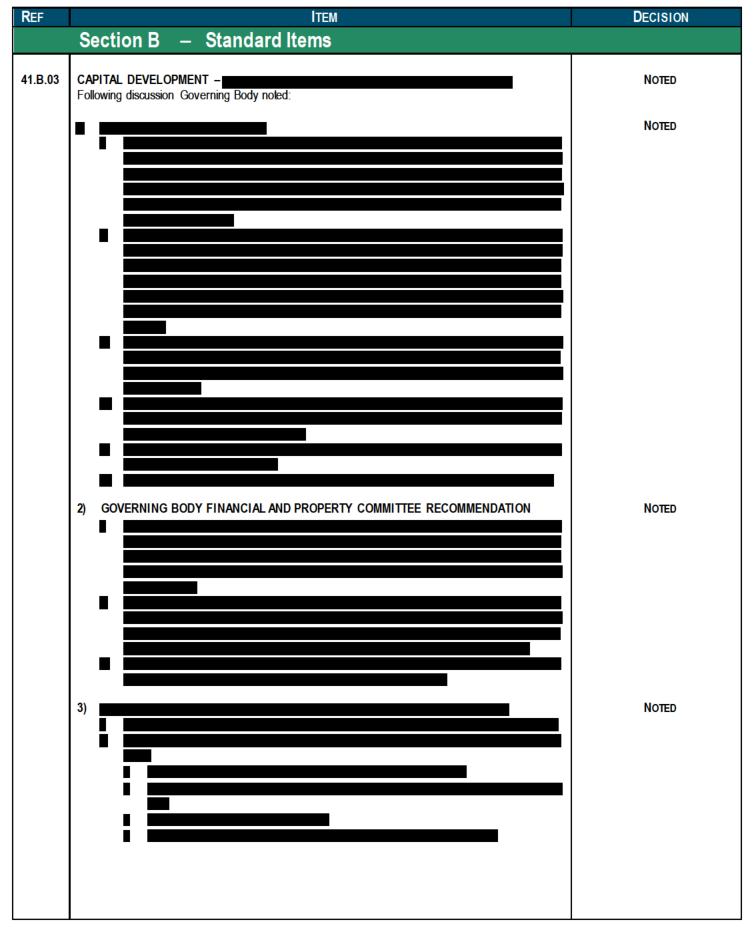


REF	İTEM	DECISION
	Section A – Standard Items	
41.A.05	MATTERS ARISING Governing Body Action Log Governing Body noted the following in relation to a number of items on the Action Log:	Noted
	<ul> <li>Item (8) referenced a Governing Body request to present details on the impact of Organisational Design on payroll costs to a future meeting. Members noted that this item would be raised under Agenda Item [41.C.01 Finance Update].</li> <li>Item (16) referenced a meeting between the Executive and the Students' Union in relation to new/different mechanisms to collect academic fees and the Student Development Fund. Members noted this item would remain open.</li> <li>Item (12) referenced the completion and presentation of Financial Statements for 2022. Members noted this item would be addressed under Agenda Item [41.C.01 Finance Update]</li> </ul>	
	Governing Body noted the remaining Action Log items on track, delayed and for closure.	Noted
41.A.06	CORRESPONDENCE RELEVANT TO GOVERNING BODY  Media Coverage – Finance Articles  Governing Body noted this item would be included under Agenda Item [41.C.01 Finance Update]:	Noted
41.A.07	HEA Correspondence: S20 and S142 Governing Body noted this item would be included under Agenda Item [41.C.01 Finance Update]:	Noted
41.A.08	REGULATORY AND SECTOR UPDATES HEA Correspondence: Code of Practice for the Governance of State Bodies (30th June 2023) Governing Body noted correspondence received from the HEA, 'Code of Practice of Practice for the Governance of State Bodies: Decision by HEA Board (30th June 2023)' and response letter (13th June 2023) sent to HEA on behalf of the five Technological University Chairs, as circulated to Governing Body.	Noted
	Governing Body noted that the work of the Institute of Public Administration (IPA) in respect to developing a Code of Governance for the sector continues, and a further progress update will be given to members at the next Governing Body meeting in October.	Noted
41.A.09	Confidentiality, Communications and Contingency Planning Governing Body noted the following in relation to confidentiality, communications and contingency planning, and Governing Body communication protocols.	Noted
	i) The Chair reminded members of their responsibilities regarding confidentiality in relation to all papers, discussions and decisions taken at meetings of Governing Body (including its Committees/Working Groups). Members must 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 of Governing Body.	NOTED GOVERNING BODY MEMBERS
	ii) Governing Body noted that relevant media articles and responses to Parliamentary Questions will be circulated to members at the time they are available in the public domain.	NOTED UNIVERSITY SECRETARY
	iii) Governing Body noted that the procurement process for a crisis communication support service was in train. In parallel internal communication contingency planning was ongoing through the Head of Communications & Marketing and the President to manage potential new media coverage and Public Account Committee (PAC) appearances until the crisis communication support services is procured.	Noted President
	iv) Governing Body noted a proposal to develop a University crisis team comprised of a small number of UET members, representing key areas such as Communications, Finance, HR and Operations and would be chaired by a neutral member of the UET. The main focus of this team is to provide oversight on the dissemination of relevant and accurate information to the appropriate stakeholders, both internal and external, in a timely clear and concise manner.	President Noted

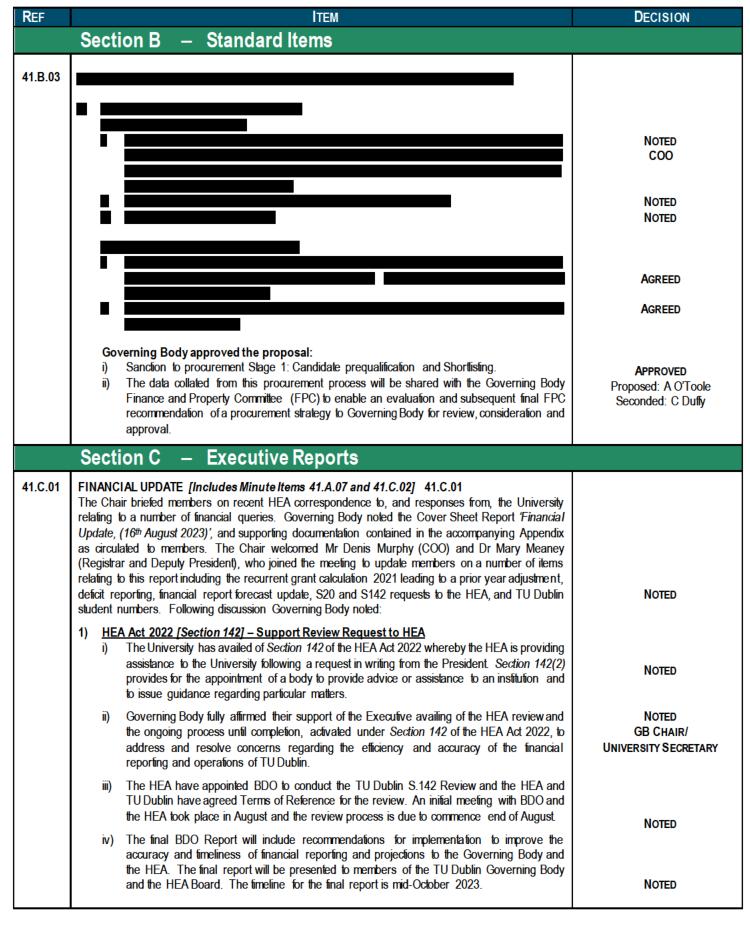


REF	ITEM	DECISION
	Section A - Standard Items	
41.A.09	v) Governing Body noted a proposal to develop a Governing Body Communications Protocol document to be drafted by the University Secretary in conjunction with the Head of University Communications and Marketing. This document to include appropriate protocols for both internal and external reporting, communications and correspondence.	NOTED UNIVERSITY SECRETARY/ HEAD OF COMMS & MARKETING
	Section B — Items For Approval	
41.B.01	APPOINTMENT OF GOVERNING BODY CHAIR (HEA Act 2022) The Chair, Dr Charles Larkin recused himself from this item and re-joined the meeting when it had concluded. The Chair of ARC, Ms Aileen O'Toole, chaired the meeting for this item.	Noted
	Governing Body noted the Confidential Cover Sheet 'Governing Body Membership Appointment Report – Governing Body Chairperson Nominee – Preferred Candidate (23rd August 2023)', and supporting documentation contained in the accompanying Appendix as circulated to members. Mr Jerry Grant, Chair of the Governing Body Select Committee briefed members on this item.	Noted
	Following discussion Governing Body approved the following Governing Body Select Committee recommendation:	APPROVED Proposed: M Carr
	<ol> <li>Appointment of Dr Charles Larkin as Chairperson of Technological University         Dublin Governing Body effective from this meeting date until 30<sup>th</sup> June 2025.     </li> </ol>	Seconded: L Kavanagh
	Dr Larkin re-joined the meeting and thanked members for their support	NOTED
41.B.02	APPOINTMENT OF GOVERNING BODY EXTERNAL MEMBERS (HEA Act 2022) Governing Body noted the Confidential Cover Sheet 'Governing Body Membership Appointment Report – Five Governing Body External Members Nominees (23rd August 2023)', and supporting documentation contained in the accompanying Appendix as circulated to members. Mr Jerry Grant, Chair of the Governing Body Select Committee briefed members on this item.	Noted
	Following discussion Governing Body approved the following Governing Body Select Committee recommendations:	APPROVED Proposed: E Maher Seconded: A O'Toole
	<ol> <li>Appointment of the following five nominees as External Members to Governing Body, commencing their first term of office before 9th November 2023, for a period of up to four years.</li> </ol>	
	<ul> <li>Mary Cooke</li> <li>Michael Gately</li> <li>William Johnston</li> <li>Eoin O'Shea</li> <li>Sally Ann Sherry</li> </ul>	
	<ol> <li>Creation of a Competency Panel from the shortlisted External Member candidates from which future External Members vacancies on the Governing Body may be filled. This panel to be in place for a period of two years commencing 1st September 2023.</li> </ol>	
41.B.03	CAPITAL DEVELOPMENT – TU DUBLIN AUNGIER STREET/WEST QUAD PROPOSAL Governing Body noted the Cover Sheet Report 'Procurement Strategy of the West Quad, Grangegorman – Property Exchange Project (Property Exchange/PropEx) including the disposal of the Aungier Street Campus (16th August 2023)', and supporting documentation contained in the accompanying Appendix as circulated to members.	Noted
	The Chair welcomed Mr D Murphy (COO), Dr P Horan (Head of Campus Planning), Mr G Casey (CEO, Grangegorman Development Agency), and Mr C Sreenan (Director of Strategy & Design, Grangegorman Development Agency), who joined the meeting to brief members on a new approach relating to the construction of the West Quad building in Grangegorman	Noted











REF	İTEM	DECISION
	Section C - Executive Reports	
41.C.01	<ul> <li>UNIVERSITY FINANCE TEAM WORK PRIORITIES         The COO informed Governing Body that the finance team were currently working on the following three key tasks in parallel:         <ol> <li>Work associated with the BDO Review</li> <li>Finalising August 2022 audited accounts for final sign off by the C&amp;AG which will likely be after the BDO Review is complete.</li> </ol> </li> <li>Preparation of draft August 2023 Financial Statements for submission to the C&amp;AG by 30 November 2023. This also includes the Statement of Internal Controls.</li> </ul>	NOTED
	<ul> <li>3) ORGANISATIONAL DESIGN (OD) – IMPACT ON PAYROLL COSTS  The COO informed Governing Body of the following in relation to the implementation of the new OD:  i) There is monitoring of the filling any new posts.  ii) There are also a number of posts, particularly some senior posts which have not been replaced which contributes to the funding of the OD costs.  iii) OD posts are generally filled by internal competition and can only go to external recruitment with specific approval by an internal University monitoring group.</li> <li>iv) Under OD all Professional Management Support Services staff had to re-apply for their</li> </ul>	NOTED
	posts or other posts.  v) Under OD, Academic staff were assigned to their Faculty and School through a process based on their academic discipline area.  vi) A HR exercise is in train completing an 'as is' staffing profile listing within each function and faculty.  4) TU DUBLIN STUDENT NUMBERS  The Registrar & Deputy President updated Governing Body on TU Dublin student numbers as follows:  i) The student numbers presented to Governing Body in May 2023 were the headcount figures	Noted
	iv) The University is aware that there is an increase in students undertaking micro credentials which may result in increased headcount numbers but lower numbers of FTE's.  v) A basic guide in calculating the student FTE to be circulated to Governing Body.  vi) The agreed headcount student figure with the HEA in June 2023 to be circulated to Governing Body when agreed with the HEA in November 2023.  vii) The draft data received for new CAO entrants is in line with earlier positive forecasts to the Governing Body in May 2023.	NOTED REGISTRAR/PRESIDENT NOTED REGISTRAR/PRESIDENT



Dec	leeu	UNIVERSITY DUBLIN
REF	İTEM	DECISION
41.C.02	FINANCIAL MANAGEMENT REPORT UPDATE	
41.0.02	This item was included in Minute Item 41.C.01]	Noted
41.C.03	CHIEF FINANCIAL OFFICER (CFO) UPDATE Governing Body noted HEA correspondence (25th July 2023) relating to the CFO. Governing Body noted that the S142 review process will input directly into the structure of the new CFO role and will form part of the discussion with BDO who are conducting the S142 review. Work is ongoing to produce a CFO business case for the DFHERIS and DPER. The HEA are aware that the S142 review will feed into the scope and structure of the new CFO role.	Noted
41.C.04	CHIEF RISK OFFICER UPDATE Governing Body noted that draft Terms of Reference have been circulated to the IPA and the Chair of ARC in relation to the work for the Chief Risk Officer. This work will be presented to the ARC at its next meeting in mid September 2023.	Noted
	Section D — Items For Noting	
41.D.01	ELECTRONIC APPROVAL REQUEST – Draft University Safety, Health and Welfare Training Policy Governing Body noted electronic approval was received by 7th July 2023 as requested in the documentation circulated to members on 30th June 2023.	Noted
41.D.02	ELECTRONIC APPROVAL REQUEST – Updated University Data Protection Policy Governing Body noted electronic approval was received by 7 <sup>th</sup> July 2023 as requested in the documentation circulated to members on 30 <sup>th</sup> June 2023.	Noted
41.D.03	UNIVERSITY SEAL REGISTER REPORT Governing Body noted the University Seal Register Report (26th July 2023) from the University Legal Counsel confirming documents to which the seal of TU Dublin had been applied during the period 24th May to 26th July 2023.	Noted
	Section E – Chair, Committee, Council Minutes & Report	ts
41.E.01	ACADEMIC COUNCIL (AC) MEETING REPORT	
41.2.01	Governing Body noted the Academic Council Report for Meeting (22) on 28th June 2023 as circulated to members.	Noted
41.E.02	EQUALITY, DIVERSITY AND INCLUSION COMMITTEE (EDIC) ANNUAL REPORT 2022 Governing Body noted the EDIC Annual Report 2022 as circulated to members.	Noted
41.E.03	ACADEMIC COUNCIL (AC) MINUTES Governing Body noted the Academic Council Minutes for Meeting 21 held on 26th April 2023 as circulated to members.	Noted
41.E.04	SELECT COMMITTEE (SC) MINUTES Governing Body noted the Select Committee Minutes will be presented to Governing Body following the concluding meeting of the Select Committee to take place in September 2023.	Noted



	Section F – Standard Items	
41.F.01	ANY OTHER BUSINESS  Mazars External Effectiveness Review of Governing Body  The Chair welcomed Partner) and Director of Governing Body.  Whose team were engaged by TU Dublin to facilitate the External Effectiveness Review of Governing Body.  Body. Summarised the approach taken which included a desk based review, followed by an online survey and interviews with a sample of Governing Body members including the Chair and the University Secretary. The review captured members' views in relation to the performance of Governing Body during the 2022 calendar year. The draft report had been circulated to members in advance of the meeting and contained a number of recommendations.  Following discussion Governing Body noted that the Chair of Governing Body and the University Secretary will work together to prioritise the recommendations, develop a clear plan and an action tracker to implement these recommendations.	NOTED  NOTED  GB CHAIR/ UNIVERSITY SECRETARY
41.F.02	Student's Union Update Governing Body noted the Cover Sheet 'Students' Union Update (18th August 2023)', as circulated to members. Mr Brian Jordan (Students Union President) briefed members on a number of items detailed in the report and received positive feedback from Governing Body.  Next Governing Body Meeting Members noted that the next Governing Body meeting is scheduled to take place on Wednesday 11th October 2023 between10.00-13.00 on the Grangegorman Campus.  The Chair thanked members for their attendance and participation.  DATE: 11th October 2023.  Charles Larkin, Chair.	NOTED  NOTED