

Technological University Dublin Governing Body MINUTES

- MEETING 22: Wednesday 3rd February 2021 (08.00 11.00) Electronic Meeting
- PRESENT:
 Mr D Carson (Chair), Professor D FitzPatrick (President), Mr J Barnes, Mr N Beecher,

 Ms A Cañizares-Bejarano, Mr L Bennett, Ms V Bistany, Ms É Finan, Ms R Gorman, Mr J Grant,

 Ms P Kelly, Dr C Larkin, Dr M Marjoram, Mr J McCarthy, Ms S O'Shaughnessy, Ms A O'Toole

APOLOGIES: Ms E Carroll,

- **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

- 1. Agenda Governing Body Meeting 22(3rd February 2021)
- 2. Draft Minutes Governing Body Meeting 21 (16th December 2021)
- 3. Draft Governing Body Rolling Action Log 2021
- 4. Proposed Governing Body Rolling Meeting Schedule 2021 & 2022 (Strategic and Compliance Items)
- Contract Approval Request Memorandum Irish Sign Language (ISL) and Additional Services (25th January 2021)
- Updated Amended Human Resource Selection Procedures Tracked Changes Memorandum – (27th January 2021)
- 7. Updated Amended Human Resources Selection Procedures (3rd February 2021)
- 8. Draft Paper TU Dublin Distribution of Student Contribution Charge (9th December 2020)
- 9. President's Executive Report (3rd February 2021)
- 10. Registrar and Deputy President's Executive Report (3rd February 2021)
- 11. Chief Operations Officer Executive Report (3rd February 2021)
- 12. Schedule of Insurances 2021 (Final Costings)
- 13. Use of the University Seal Memorandum (27th January 2021)
- 14. Approved Minutes ARC Meeting 11 (4th December 2020)
- 15. Review of Internal Controls Final Report (January 2021)
- 16. Approved Minutes FPC Meeting 5 (1st December 2020)
- 17. Governing Body Membership (3rd February 2021)
- Proposed amendments to Governing Body Staff Election Regulations (Governing Body Approved – 10th April 2019) - Memorandum (27th January 2021)
- 19. Proposed amended Governing Body Staff Election Regulations (3rd February 2021)
- 20. Minutes ANPC Meeting 5 (4th December 2020)
- 21. Minutes ANPC Meeting 6 (11th December 2020)
- 22. Amended Schedule of Governing Body Meetings 2021

DOCUMENTATION:

Presented at the meeting

I. Correspondence from CDETB and DDLETB (ETB Nominee - 1st February 2021)



Ref	Ітем	DECISION
	Section A – Standard Items	
22.01/01	WELCOME AND APOLOGIES	
	The Chair welcomed everyone to the meeting and acknowledged that this was his first meeting. The Chair looked forward to meeting members in person and working with them over the course of his term.	Noted
	The Chair noted members' apologies for this meeting.	NOTED
22.01/02	MEETING AGENDA	
	The Agenda for the meeting, as had been circulated, was approved and adopted.	APPROVED Proposed: C Larkin Seconded: J Grant
22.01/03	DECLARATION OF CONFLICT OF INTEREST	
	Under this item the Chair informed members that he was a former partner of Deloitte. Governing Body noted that should a potential conflict of interest arise as a consequence of his previous role, the Chair would take the appropriate measures by recusing himself and delegating the matter to a member of the Governing Body or a member of the senior executive team. The Chair wished to assure members that he was aware of his responsibility to the University and would act in its best interest at all times.	Noted
	The Chair noted there were no conflicts of interest declared by members present.	NOTED
22.01/04	APPROVAL OF MINUTES	
	 The draft Minutes of the twenty-first meeting of the Governing Body held on 16th December 2020, as had been circulated, were approved subject to the following amendments: 1) <u>Minute Item [21.01/07(2)(i)(a) Amended Human Resources Selection Procedures]</u> i) To replace subparagraph (a) with the following:: "The updated document through tracked changes, clearly identifying the unsanctioned amendments from the last approval date of this document by Governing Body on 10th April 2019, now presented for approval by Governing Body. Governing Body agreed that changes to University policies must be presented to Governing Body for approval, unless this authority has been fully delegated to the University Executive, a Governing Body Committee, or there are specific waivers associated with immaterial changes which do not affect the meaning of the document". 2) Amendment to the surname of Governing Body member Ms Ana Cañizares-Bejarano. 	APPROVED Proposed: É Finan Seconded: C Larkin
22.01/05	MATTERS ARISING	
	 The following item was raised and noted. i) <u>Governing Body Action Log</u> Governing Body noted that the proposed action log would include an additional column heading entitled <i>(Responsibility)</i>. Governing Body also noted that the log would record actions from Governing Body minutes which are closed or proposed for closure. 	Noted Secretariat



Ref	Ітем	DECISION
	Section A – Standard Items	
22.01/06	CORRESPONDENCE	
	The COO updated members on the current status in relation to correspondence received by the Chair in relation to an issue concerning a booking fee deposit and that a response was being prepared.	Noted Chair and COO
	Section B – Strategic Items	
22.01/07	PROPOSED GOVERNING BODY ROLLING MEETING SCHEDULE 2021 & 2022 (Strategic and Compliance Items)	
	The Chair noted views expressed by members in relation to the proposed order of the scheduled strategic items and the request to list the 'Organisational Change and Culture' item earlier in the schedule and to also have it timetabled twice during the year. Governing Body noted that a number of the scheduled strategic items and areas were linked directly to the portfolios of the four Vice-President positions to be filled shortly. Following their appointments, the relevant Vice-President responsible for each portfolio will attend a Governing Body meeting to present and update on these strategic items later in the year. The Chair thanked members for their feedback and noted this would be taken into consideration when examining how best to schedule these strategic items.	Noted Chair
22.01/08	STRATEGIC PLAN UPDATE	
	The Chair invited the President to give his strategic plan update. The President confirmed that this item would be a standing item on the Governing Body agenda with organisational design a key element of the strategic plan update. The President briefed members on the following areas:	Noted
	 Update on the recruitment process for the nine University Executive Team (UET) posts. Phase 2 activities of the overall organisational design process and structures including Faculty Design Boards (FDBs) and the Professional Service Design Boards (PSDBs). Communication mediums to provide and receive information from staff, and events to engage and bring the wider University community together throughout this process. Recruitment process and timelines for key heads of unit posts in a number of critical professional services. 	Noted
	Governing Body strategic agenda. These key milestones will act as checkpoints for both the Governing Body and the executive to ensure the University is actively driving and progressing the strategic plan. The President informed members that the roadmaps for the 19 KPI's and the supporting actions are almost completed. The outstanding items relate to the education model, EDI and finance and are mainly interdependent on other projects being completed in other KPI's and infrastructure developments and IT systems. Governing Body noted the request for ongoing updates for the development on the strategic plan activities. The President also highlighted a number of specific items taking place including:	Noted
	 An 'expressions of interest' call will issue shortly to invite colleagues to engage with the strategic plan by joining an action plan team that is of interest to them in their personal and professional experience. The launch of the University Staff Equality & Inclusion Survey. Establishment of the new pan University Groep Campus Committee 	Noted Noted Noted
	 Establishment of the new pan-University Green Campus Committee. The Web Development project (Phase 2) has been completed and external resources will be recruited to assist the team deliver its target date to go live in September. 	Noted



Ref	Ітем	DECISION
	Section B – Strategic Items	
22.01/08	STRATEGIC PLAN UPDATE	
	Responding to concerns expressed by members in relation to the timescale to fill a number of critical positions, Governing Body noted that IT, HR, compliance and Finance are among the nine priority heads of function posts included in the current professional services recruitment process. It noted that this recruitment process was taking place as a matter of urgency with these positions considered key roles by the University. Governing Body also noted that the interview processes for the UET positions were scheduled for completion during February and March. Governing Body noted that successful candidates for University posts will be in place as soon as is practicably possible but ultimately this will depend on the appointee's circumstances.	Noted
	Governing Body noted that the Higher Education Authority (HEA) strategic dialogue was postponed in 2020 and has only recommenced this year. The University has been asked to map its strategic plan to the high level targets within the system framework and to provide an overview report for September 2019 to August 2020 to the HEA by February 2021. Following this submission the HEA will then meet the University.	NOTED CHAIR AND PRESIDENT
	Governing Body noted that one of the impacts from BREXIT is the challenge in balancing the incoming and outgoing student mobility on Erasmus programmes. Governing Body noted that the Government has sought to engage and support students from Northern Ireland through the Erasmus scheme with Irish Universities considered host institutions. The University is currently examining ways of being involved in offering this facility.	Noted
	Governing Body noted the Staff EDI Survey had combined a number of surveys including the impact of Covid19 on University staff. Following presentation of the survey's findings to the Governing Body EDI Committee, Governing Body would then receive a presentation. It was noted that the University will monitor the impact that Covid19 measures may have on staff members ability to engage in the various strategic activities currently under way.	Noted
	Following a number of concerns raised by members, the Chair proposed a review of the current reporting mechanisms to set out issues and milestones, and stated that he would work with the executive team to develop a new reporting format. The Chair thanked the President for his presentation.	Noted
22 04/00	Section C – Formal Approvals (Contracts, Policies, Procedures)	
22.01/09	FORMAL APPROVALS The following documents were presented to Governing Body for approval. I. PROCUREMENT CONTRACT Irish Sign Language (ISL) and Additional Support Services – (Memorandum 25th January 2021) Governing Body approved the recommendation to enter into a contract with the successful supplier for each lot for the provision of Irish Sign Language (ISL) and the additional support services as detailed in the Memorandum of 25th January 2021.	Approved Proposed: A O'Toole Seconded: É Finan



REF	Ітем	DECISION
	Section C – Formal Approvals (Contracts, Policies, Procedures)	
22.01/09	FORMAL APPROVALS	
	2. PROCEDURES	
	i) Updated Amended Human Resources Selection Procedures document and <u>Memorandum 27th January 2021</u> The COO briefed Governing Body on the tracked changes highlighted in the updated 'Amended Human Resources Selection Procedures' Memorandum dated 27 th January 2021. These amendments included the unsanctioned tracked changes since the last approval of this document by Governing Body at its meeting on 10 th April 2019, and the additional amendment included post the proposal at the last Governing Body meeting on 16 th December 2020, (Part A, Note 8).	Noted
	Governing Body noted that the Audit and Risk Committee have requested the internal auditors to include a review of this compliance issue as part of their next HR internal audit exercise which is scheduled to commence imminently.	Noted ARC Chair
	Governing Body noted that the University has commenced a full policy review across the breadth of its policies. This will involve the development of an overarching policy for policies which will be presented to Governing Body. This will clarify the reserved functions of the Governing Body, and functions that are delegated to the President and the University Executive Team. Governing Body noted a number of challenges in relation to this review with a large number of legacy policies inherited from the former parent institutions and procedures included as part of policies.	Noted President and Coo
	Following discussion Governing Body approved the updated amended Human Resources Selection Procedures subject to an early review post audit by the Audit and Risk Committee.	APPROVED Proposed: A O'Toole Seconded: É Finan
	3. DRAFT PAPER	
	i) <u>TU Dublin Distribution of Student Contribution Charge</u> Governing Body noted the memorandum circulated regarding the proposed student contribution charge (SCC) distribution. It was noted that an amount of the student of the students' Union in this proposal and the University is in discussion with the Students' Union in relation to finalising agreement on this amount.	Noted
	Governing Body noted that the University inherited three very different funding models across the three former parent institutions which has caused some challenges in combining the previous models but the aim is to implement a best practice approach. It was also noted that this year has impacted on a number of services requiring additional funding while other services have been realigned to meet reduced demand.	Noted
	Governing Body noted queries raised in relation childcare support, the DPI factor and how the unitary financial system will meet the needs of students. Governing Body noted that the Student Contribution Committee will make recommendations to the University Executive as to the utilisation of the SCC funds. This	Noted
	will be reported to Governing Body on an annual basis. Governing Body noted the disbursement breakdown allocation will be agreed with the Students Union prior to presentation of the final proposal to Governing Body for approval.	Noted
	Governing Body noted that in principle this draft discussion document outlines the University's proposed disbursement of the SCC for this year	Noted



Ref	Ітем	DECISION
	Section D – Executive Reports	
22.01/11	EXECUTIVE REPORTS	
	1. <u>PRESIDENT'S REPORT</u> The Governing Body noted the President's Executive Summary briefing members on a number of items including Covid19 and informed members that the Department have indicated it is likely to be 5 th March before the University may have an opportunity to conduct face to face engagement with students on campus. This will be challenging for particular cohorts such as apprenticeships and placements particularly where they are compulsory. Governing Body noted that clarity and support for students in relation to the approach to the end of term/academic year assessments was a priority for the students and University.	Noted
	The East Quad was handed over on the 21 st December 2020 and is being occupied by University staff. The keys to Chatham Row were handed back to DCC after over 100 years of use by staff and students of the University. By mid-February the keys to Rathmines Road will be handed back to the Department completing a tenure of over 100 years of use. Work continues on the Central Quad with a target completion date of mid-March and the migration process from Kevin Street to Grangegorman has commenced.	Noted
	The Chair acknowledged that this is a difficult and challenging time for staff and students alike during these unprecedented times and commended the President on the work and progress that has been made under such difficult circumstances	Noted
	 <u>REGISTRAR'S EXECUTIVE REPORT</u> Governing Body noted the RDP's Executive Summary and briefed members on a number of additional items including: A joint proposal will be presented to the next Academic Council meeting from the Students Union and the University regarding clarity and certainty for students in relation to delivery of end of semester assessments. 	Noted
	 Governing Body noted that the end of term assessments will predominately take place using the alternative formats in place with a very small number of exams taking place face to face. Governing Body noted a provisional indication of current CAO figures suggested a possible upward trend in the Level 6 and 7 applicants compared to previous years' 	
	 applicants. Governing Body also noted that the 2020 Leaving Certificate students had just recently received their results with a 40% increase in their grades which will create further pressures on the University system. 	
	 3. <u>CHIEF OPERATIONS OFFICERS REPORT</u> i) Governing Body noted the COO's Executive Summary which included: 	Noted
	 <u>TU Dublin Draft Financial Statements for the year ended 31 August 2020</u> These draft statements have been submitted to the C&AG for audit. The Governing Body noted the comparative table showing the annual budgetary figures as submitted and the draft outturn for 31st August 2020. Governing Body noted that there will be some minor variation in figures because of the difference in the time period. <u>Government Covid19 Related Supports</u> The Governing Body noted that the support grant of €250 available to University students has been applied to all eligible student accounts. Students who had already paid their full fees before the €250 credit had been applied will receive a refund and these refunds are currently being processed. <u>Finance Management System Update</u> The unitary financial management system is on target to go live on 1st September 2021. 	



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	Section D – Executive Reports	
22.01/11	EXECUTIVE REPORTS	
	Governing Body noted that a number of property items would be taken under the FPC Report.	Noted
	 Final Costings for schedules of insurances Governing Body noted the updated schedule of insurances with the confirmed costings. 	Noted
	iii) <u>University Seal Register Report (27th January 2021)</u> Governing Body noted the Memorandum from the University Secretary, (27 th January 2021), confirming documents to which the TU Dublin seal had been applied during the period 10 th December to 27 th January 2021.	Noted
	Section E – Committee Reports	
22.01/12	COMMITTEE REPORTS	
	 a) <u>Audit and Risk Committee (ARC)</u> Approved ARC Minutes – Meeting 11 (4* December 2020) Governing Body noled the minules of the eleventh ARC meeting held on 4* December 2020. Review of Internal Controls – Final Report (January 2021) Governing Body noled the final report of the Review of Internal Controls (January 2021). MRC Report Governing Body noled the ARC Chair's update on a number of areas including: HEA Correspondence seeking certification of the University's spend on Covid19 funding and that the conditions associated with the funding had been applied. The approved internal audit work plan being conducted by Deloitle is on track The Cyber Security Internal Audit review has been completed and adopted There were no significant issues that had arisen from the findings of the Review of Internal Controls, with three issues regarded as important including, signing off payments on time, banking and cash, number of bank accounts and segregation of duties. Tracking system is in place to monitor the implementation of the actions planned to address the IA recommendations, including legacy IA actions Correspondence from C&AG in relation to impact of the systems of internal control being affected by Covid19 – such as staff working from home. Examined the draft Financial Statements up to August 2020. Completed the first draft Annual Governance Statement The urgent requirement attached to the appointment of the key Heads of Function posts. Reviewed the C&AG management letter and meeting with the C&AG without the executive at the nextARC meeting. The ARC Chair emphasised the need that adequate systems and process are in place to assure sign offs by Governing Body on a number of different internal control statements received from external stakeholders such as the C&AG, Charity Regulator, HEA and Governint Departments. The ARC Chair also wished to recog	NOTED NOTED NOTED NOTED
	Governing Body also wished to acknowledge the work being carried out by independent members on each of its Committees and noted a request for Governing Body to connect and engage with these members further.	Noted



REF	Ітем	DECISION
	Section E – Committee Reports	
22.01/12	COMMITTEE REPORTS	
	Governing Body noted the need to receive updates on the actions being taken to address the recommendations made by the C & A-G and Internal Auditors.	Noted
	Governing Body noted that there was a vacancy on the ARC Committee resulting from Ms Dorit McCann's retirement (independent member) and wished to recognise her significant contribution to this role, and would formally acknowledge this through a formal note of thanks from the Chair of Governing Body	NOTED SECRETARIAT
	 b) Equality. Diversity and Inclusion Committee (EDIC) <u>EDIC Report</u> <u>The EDIC Chair informed Governing Body that no further meetings had taken place since the last Governing Body meeting. The Chair advised members that a review of the Disability Act would take place at their next meeting and he would update members on this topic at the next Governing Body meeting.</u> 	Noted
	 c) <u>Finance and Property Committee (FPC)</u> <u>Approved FPC Minutes – Meeting 5 (1st December 2020)</u> Governing Body noted the minutes of the fifth FPC meeting held on 1st December 2020. 	Noted
	ii) <u>FPC Report</u> The FPC Chair wished to acknowledge the significant achievement of the Grangegorman team in meeting the migration deadlines given the impact of Covid19 restrictions had been quite extraordinary. Governing Body noted the FPC Chair's update on a number of areas including:	Noted
	 Insurance renewals which had been presented to the FPC Outline of budget to actual reports with a further update scheduled for the March 2021 meeting. The Covid19 specific impact with segregation of the costs, subsidies and revenues of Covid19 to be examined further. The review of the University Bank mandates Review of FPC Terms of Reference. Template for the regular Financial Reporting to Governing Body. 	



Ref	Ітем	DECISION
	Section E – Committee Reports	
22.01/12	COMMITTEE REPORTS	
	d) <u>Nominations and Process Committee (NPC)</u>	
	 Governing Body Membership -Vacancies Governing Body noted there were currently a total of five vacancies on the Governing Body which include three ministerial nominees, one ETB nominee and one staff member nominee. 	Noted
	Governing Body noted the term of office for the eight external members expires on 30 th June 2021. Governing Body noted that under Section 12(1)(h) of the TU Act, the eight external members are "nominated by a committee of the governing body comprising the chairperson and 2 other external members of the governing body formed for that purpose". Governing Body noted that the Chair and the University Secretary will commence a process to put this Nominations Committee in place as soon as possible.	Noted Chair and COO
	Governing Body noted that under Section 12(3)(a) the term of office for Governing Body members shall not exceed four years and such a member may not serve more than two consecutive terms of office. Governing Body noted that this may lead to a large number of Governing Body members vacating their office at the same time whose current term of office expiry dates are on 30 th June 2021. Responding to concerns raised in relation to developing a membership continuity protocol and completing the Governing Body membership in advance of 30 th June 2021, the Chair stated he was fully aware of the urgency involved in these issues and would bring a proposal to address these matters for	NOTED CHAIR
	consideration by members to the next Governing Body meeting. The Chair noted the request to convene a meeting of the Nominations and Process	Noted
	 Committee as soon as possible. ii) <u>Governing Body Staff Representative Elections Update</u> Governing Body noted the Memorandum (27th January 2021), Proposed amendments to GB Staff Election Regulations Document (GB Approved 10th April 2019), detailing two amendments contained in the Staff Elections Report 2019 Recommendations following the staff elections in May 2019 as follows: 	CHAIR AND SECRETARIAT
	 <u>Section 6.2 – Opening and Closing The Poll</u> Amend the closing time of the polling stations from 21.00 to 19.00 as there is very limited voting after 19.00. 	
	 <u>Section 7 – The Count</u> Addition to Section 7 to cater for a situation where the same candidate is elected to both Panel A and either Panel B, C or D. 	
	 Proposed Amended GB Staff Election Regulations Governing Body approved the proposed amended Governing Body Staff Election Regulations 	APPROVED Proposed: C Larkin Seconded: É Finan
	Governing Body noted that where the University will not be in a position to allow physical on site voting facilities for these elections that the introduction of and appropriate electronic method of gathering the votes compliant with the regulations would be approved.	NOTED
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Ref	Ітем	DECISION
	Section E – Committee Reports	
22.01/12	COMMITTEE REPORTS	
	 Ministerial Nominees Update Governing noted there was no further update on the three ministerial nominees from the Department of Further and Higher Education, Research, Innovation and Science. ETB Nominee Update 	Noted
	Governing noted the joint correspondence received from the City of Dublin Education Training Board (CDETB) and the Dublin and Dun Laoghaire Education Training Board (DDLETB), jointly nominating Dr Christy Duffy, CEO, CDETB, as the ETB nominee to sit on the TU Dublin Governing Body. Governing Body approved the appointment of Dr C Duffy.	NOTED APPROVED Proposed: C Larkin Seconded: É Finan
	 v) <u>Augmented Nominations and Process Committee</u> Governing Body noted the ANPC Minutes of its fifth meeting held on 4th December 2020 Governing Body noted the ANPC Minutes of its sixth meeting held on 11th December 2020. 	Noted Noted
	Section F – Standard Items	
22.01/13	ANY OTHER BUSINESS	
	There were no matters raised under this item.	Noted
22.01/14	AMENDED SCHEDULE OF MEETINGS 2021	
	<u>Approved Schedule of Governing Body Meetings 2021</u> Governing Body agreed that the Governing Body Meeting Schedule from 1 st January to 31 st December 2021 approved at the Governing Body meeting on 16 th December 2021 would remain unchanged. The secretariat would circulate "teams" meeting invites to members for these meetings.	Agreed Secretariat
20.01/15	NEXT MEETING	
	<u>Next Governing Body Meeting</u> Members noted the next Governing Body meeting takes place on Wednesday, 24 th March 2021 and is scheduled for three hours from 08.00am until 11.00am.	Noted
	The Chair wished to take this opportunity to thank the Governing Body members, and to acknowledge the work being done by the executive, staff and students under extremely difficult circumstances across the University.	Noted
	SIGNED David Carson CHAIR David Carson	