

Technological University Dublin Governing Body

MINUTES

MEETING 13: Wednesday, 12th February 2020 (08.00), TU Dublin, Grangegorman, Greenway Hub, Meeting Room GW302

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

APOLOGIES: Ms É Finan, Ms J Quigley

IN ATTENDANCE: Dr M Meaney (Registrar & Deputy President), Mr D Murphy (Chief Operations Officer & University Secretary)

INVITED: Minute Item [13.01/11(1)] Professor B Norton (Principal, City Campus)
Minute Item [13.01/11(1)] Professor B O'Neill (Director, Research, Enterprise & Innovation Services, City Campus)

SECRETARIAT: Ms Y Cooke (TU Dublin Programme Team)

DOCUMENTATION: **Circulated prior to meeting**

1. Agenda – Governing Body Meeting 13 (12th February 2020)
2. Draft Minutes – Governing Body Meeting 12 (11th December 2019)
3. Draft GB EDIC Terms of Reference (5th February 2020)
4. Memorandum – Chairperson's Action Appointment of Additional GB FPC Members (5th February 2020)
5. Draft GB FPC Terms of Reference (5th February 2020)
6. Extract from Draft TU Dublin Consolidated Financial Statements 31st August 2019
7. Memorandum – Use of the University Seal (5th February 2020)
8. Governing Body Request for Contract Approval Memorandum – Library Databases (5th February 2020)
9. Governing Body Request for Contract Approval Memorandum – Organisational Design (5th February 2020)
10. Governing Body Request for Contract Approval Memorandum – Personal and Notebook Computers (5th February 2020)
11. Governing Body Request for Contract Approval Memorandum – Unified Communications (5th February 2020)
12. Governing Body Request for Contract Approval Memorandum – Insurance Policies (5th February 2020), and TU Dublin Schedule of Insurance Policies 2020
13. Governing Body Request for Contract Approval Memorandum – Park House and Rathdown House Redevelopment (5th February 2020)
14. Draft Code of Conduct for Employees (5th February 2020)
15. Draft Code of Conduct for Governing Body (5th February 2020)
16. Letter from HEA to GB Chair - Rolling Governance Review (11th November 2019)
17. HEA Rolling Governance Review Final Report (11th October 2019)
18. Response from President to HEA – Rolling Governance Review (12th December 2019)
19. Memorandum to Governing Body Members – Charity Trustees (5th February 2020)
20. Summary of Governing Body Members Obligations as Charity Trustees (5th February 2020)

DOCUMENTATION: **Presented at the meeting**

1. Chair of GB FPC Report on Meeting 1 – 16th January 2019 (Memorandum 11th February 2020)
2. Update on Governing Body Request for Contract Approval Memorandum – Park House and Rathdown House Redevelopment (11th February 2020)
3. University Response to HEA – Rolling Governance Review (Memorandum 12th February 2020)

REF	ITEM	DECISION
13.01/01	APOLOGIES	
	The Chair noted members apologies received for this meeting.	NOTED
13.01/02	MEETING AGENDA	
	The Agenda for the meeting, as had been circulated, was approved and adopted.	APPROVED Proposed: E Carroll Seconded: C Fisher
13.01/03	DECLARATION OF CONFLICT OF INTEREST	
	The Chair informed members that a potential conflict of interest had been declared by Mr J McCarthy under Agenda Item [13.01/09(1)(iii)] <i>Formal Approvals – Contracts, Codes and Policies</i> . Governing Body noted that Mr McCarthy would recuse himself from the meeting during this item.	NOTED
13.01/04	APPROVAL OF MINUTES	
	The draft Minutes of the twelfth meeting of the Governing Body held on 11 th December 2019, as had been circulated, were approved subject to amending the word 'Authority' to 'Association' under Minute Item [12.01/09(1)(iii)].	APPROVED Proposed: E Carroll Seconded: C Fisher
13.01/05	MATTERS ARISING	
	The following matter was raised and noted from the Minutes of the twelfth meeting of the Governing Body held on 11 th December 2019. i) Item [12.01/08(1)(ii)] – National Single Supplier Framework Contract – Supply of Library Journals & Periodicals Governing Body noted the combined expenditure of €1.034m compared to the estimated contracted value for 2020 of €0.981m as presented at the meeting.	NOTED
13.01/06	CORRESPONDENCE	
	The Chair informed members of correspondence received from Mr P Bowler, Governing Body member and also Chair of the Governing Body Audit and Risk Committee, advising of his resignation from these positions with immediate effect. The Chair proposed a formal letter of thanks be sent to Mr. P Bowler on behalf of Governing Body to acknowledge his significant contribution and commitment in his role in the establishment of TU Dublin through his previous positions as a member of the former Institute of Technology Blanchardstown Governing Body, member of the Joint Governing Bodies Strategy Steering Group and as the first Chair of the TU Dublin Governing Body Audit and Risk Committee.	NOTED SECRETARIAT
13.01/07	GOVERNING BODY NOMINATIONS AND PROCESS COMMITTEE	
	i) Chair of Governing Body Governing Body noted the Chair's recommendation to convene the Nominations and Process Committee as soon as possible in order to commence its work in providing governance oversight on behalf of the Governing Body to oversee a recruitment process for the next Chair of Governing Body.	SECRETARIAT


REF	ITEM	DECISION
13.01/07	GOVERNING BODY NOMINATIONS AND PROCESS COMMITTEE	
	<p>ii) Governing Body Members Vacancies Governing Body noted a number of current and future Governing Body member vacancies would also be filled through a recruitment process overseen by the Governing Body Nominations and Process Committee.</p> <p>iii) Chair of Governing Body Audit and Risk Committee (GB ARC) Governing Body noted the Chair's recommendation that Ms A O'Toole, member of Governing Body and member of the Audit and Risk Committee, be appointed as interim Chair of the Audit and Risk Committee, resulting from Mr. P Bowler's resignation.</p> <p>Governing Body approved the appointment of Ms A O'Toole to this position.</p>	<p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: J Grant Seconded: C Larkin</p>
13.01/08	REPORTS	
	<p>1. PRESIDENT'S REPORT The President updated Governing Body on the following:</p> <p>i) Strategic Plan The University formally launched the first TU Dublin Strategic Plan, '<i>Realising Infinite Possibilities – Strategic Intent 2030</i>', on Thursday 30th January 2020 in the Lighthouse Cinema. Many members of staff, students, graduates and partners in industry and community who had participated in the consultation process were among the audience, while many more colleagues were able to watch the proceedings via a live stream, with positive feedback received after the event.</p> <p>Governing Body noted the University provided a copy of the Strategic Plan to An tÚdarás (HEA) as prescribed under TU legislation.</p> <p>Governing Body noted that the local action plan would be presented to members at their next meeting on 25th March, 2020.</p> <p>ii) Organisational Design Governing Body noted the procurement process to appoint a successful bidder had concluded and subject to contract approval by Governing Body under the following Agenda Item [13.01/09(1)(ii) <i>Formal Approvals (Contracts, Codes and Policies)</i>], the recommended successful bidder was Crowe Ireland working with PA Consulting. Both companies are leading international firms with extensive experience and expertise in organisational design within the public and educational sector bodies.</p> <p>Governing Body noted that updates on this work would be a standing item on the Agenda.</p> <p>iii) Technological Higher Education Association (THEA) Governing Body noted that following a number of meetings with THEA, TU Dublin had opted not to become a member of THEA. Responding to a number of concerns raised by members the President stated that the Department of Education and Skills (DES) were fully aware of this development with ongoing discussions with DES to establish a separate entity for TU's. The President informed members that the University will continue to collaborate, participate and represent itself at different fora.</p> <div style="background-color: black; width: 100%; height: 20px; margin-top: 10px;"></div>	<p>NOTED</p> <p>NOTED</p> <p>PRESIDENT</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
13.01/08	REPORTS	
	<p>2. <u>ACADEMIC COUNCIL REPORT</u> Governing Body approved the proposed amendment to the document Composition of Academic Council as follows:</p> <ul style="list-style-type: none"> • To exclude the word “elected” under section <i>Membership, subparagraph 4</i> <p>3. <u>COMMITTEES REPORTS</u></p> <p>i) <u>Audit and Risk Committee (ARC)</u></p> <p>a) <u>ARC Report</u> Governing Body noted no ARC meeting had taken place since the last Governing Body meeting.</p> <p>ii) <u>Equality, Diversity and Inclusion Committee (EDIC)</u></p> <p>a) <u>EDIC Report</u> The Chair of EDIC informed Governing Body that the first meeting of the EDIC had taken place on 13th January 2020.</p> <p>The EDIC membership is now complete and new members will be included in induction training to be co-ordinated by the Governing Body secretariat.</p> <p>The Chair briefed Governing Body on a number of areas which the Committee were focused on including:</p> <ul style="list-style-type: none"> i) The EDIC have agreed a plan of work for future meetings and will commence with a review of Athena Swan progress. ii) The success of the Senior Academic Leadership Initiative (SALI) under which two new Professor posts had been awarded to the University. The University has approval to recruit two senior academic to these posts with the intent of addressing the equality aims of the SALI. <p>b) <u>Draft EDIC Terms of Reference</u> Governing Body approved the draft EDIC Terms of Reference subject to:</p> <ul style="list-style-type: none"> i) A review of Governing Body Committees’ Terms of References to ensure a consistent approach is adopted across each Committee with a report on its findings to be reviewed at a future meeting of Governing Body. ii) Including a link to TU Dublin Equality Statement in the document. <p>iii) <u>Finance and Property Committee (FPC)</u></p> <p>a) <u>Governing Body Chairperson’s Action – Appointment of Additional FPC Independent Members – Memorandum (5th February 2020)</u> Governing Body noted the memorandum, “<i>Appointment of Additional FPC Independent Members</i>” summarising the approval of Chairperson’s Action to ratify the appointment of the following nominees as independent members to the FPC.</p> <ul style="list-style-type: none"> • Ms Olive Gunning • Mr Jim Pender 	<p>APPROVED Proposed: J Grant Seconded: C Larkin</p> <p>NOTED</p> <p>NOTED</p> <p>SECRETARIAT</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: E Carroll Seconded: P Kelly</p> <p>UNIVERSITY SECRETARY</p> <p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: President Seconded: A Keatinge</p>

REF	ITEM	DECISION
13.01/08	REPORTS	
	<p>b) FPC Report On behalf of the Chair of FPC, Mr J Grant, member of FPC, informed Governing Body that the first meeting of the FPC had taken place on 16th January 2020. Governing Body noted that that the schedule of FPC meetings may require some flexibility to align due process with delivery of projects.</p> <p>The FPC membership is now complete and new members will be included in induction training to be co-ordinated by the Governing Body secretariat.</p> <p>Governing Body noted a number of areas which the Committee were focused on including:</p> <ul style="list-style-type: none"> i) The governance structures in place for TU Dublin Grangegorman Campus Development Programmes (I, II and III). ii) Consideration of contract for the redevelopment of Park House/Rathdown House for recommendation for approval to Governing Body. iii) Review of financial activity in the University, initially based on the cessation accounts of the three former Institutes and moving to the draft Consolidated Accounts to 31 August 2019. iv) Management accounts and variances in budget and actual expenditure based on the University Programmes and Budgets 2020-2023 which will be for presentation to HEA by end of March. <p>c) Draft FPC Terms of Reference Governing Body approved the draft FPC Terms of Reference subject to:</p> <ul style="list-style-type: none"> i) A review of Governing Body Committees' Terms of References to ensure a consistent approach is adopted across each Committee with a report on its findings to be reviewed at a future meeting of Governing Body. 	<p>NOTED</p> <p>SECRETARIAT</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: V Bistany Seconded: M Majoram</p> <p>UNIVERSITY SECRETARY</p>
	<p>4. OPERATIONAL REPORTS The Chief Operations Officer updated members on the following.</p> <p>a) Finance Report</p> <ul style="list-style-type: none"> i) <u>Financial Position at 31st August 2019</u> Governing Body noted the draft extract from Consolidated Financial Statements to 31st August 2019, noting the exceptional surplus as a result of property sales. ii) <u>Recurrent Budget Outturn to December 2019</u> This item was deferred to the next meeting on 25th March 2020. <p>b) Property Report</p> <ul style="list-style-type: none"> • Governing Body noted the three funding sources to finance the redevelopment of Park House and Rathdown House came from rental income, devolved grant and Programme III. • The sale of the Aungier Street building was in process with an expectation that the advertising campaign would commence in March. <p>c) University Seal Register Report Governing Body noted the Memorandum from the University Secretary (5th February 2020), confirming documents to which the TU Dublin seal had been applied since the Governing Body meeting on 11th December 2019.</p>	<p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
13.01/09	FORMAL APPROVALS (Contracts, Codes, Policies, Statements)	
	<p>The following documents were presented to Governing Body for noting and approval.</p> <p>1. CONTRACTS</p> <p>i) <u>Library Database (Memorandum 5th February 2020)</u> Governing Body noted the memorandum “<i>Library Database</i>” requesting approval for TU Dublin to enter into a contract with Elsevier arising from a procurement process for the provision of access to scientific electronic journal databases.</p> <p>Governing Body approved the recommendation for TU Dublin to enter into this contract.</p> <p>ii) <u>Organisational Design (Memorandum 5th February 2020)</u> Governing Body noted the memorandum “<i>Organisational Design</i>” requesting approval for TU Dublin to enter into a contract with Crowe Ireland arising from a procurement process for the provision of organisational design work.</p> <p>Governing Body approved the recommendation for TU Dublin to enter into this contract.</p> <p>Governing Body noted that a briefing on the high level organisational design framework would be presented to members at the meeting scheduled on 13th May 2020.</p> <p>iii) <u>Personal and Notebook Computers (Memorandum 5th February 2020)</u> Governing Body noted that Mr J McCarthy recused himself from this item [13.01/09(1)(iii)] and re-joined the meeting when it had concluded.</p> <p>Governing Body noted the memorandum “<i>Personal and Notebook Computers</i>” requesting approval for TU Dublin to enter into a contract with Dell arising from a procurement process for the provision of personal and notebook computers.</p> <p>Governing Body approved the recommendation for TU Dublin to enter into this contract.</p> <p>iv) <u>Unified Communications (Memorandum 5th February 2020)</u> Governing Body noted the memorandum “<i>Unified Communications</i>” requesting approval for TU Dublin to enter into a contract with M.J. Flood arising from a procurement process for the provision of unified communications and associated services.</p> <p>Governing Body approved the recommendation for TU Dublin to enter into this contract.</p> <p>v) <u>Insurance Policies (Memorandum 5th February 2020)</u> Governing Body noted the memorandum “<i>Insurance Policies</i>” requesting approval for TU Dublin to enter into a contract with Marsh Insurances arising from a procurement process for the provision of insurances for the University.</p> <p>Governing Body approved the recommendation for TU Dublin to enter into this contract.</p> <p>Governing Body noted that an insurance information document detailing insurance cover in place for Governing Body members would be circulated to members in advance of the next meeting</p>	<p>NOTED</p> <p>APPROVED Proposed: A O’Toole Seconded: P Lavelle</p> <p>NOTED</p> <p>APPROVED Proposed: J Grant Seconded: J McCarthy</p> <p>PRESIDENT</p> <p>NOTED</p> <p>NOTED</p> <p>APPROVED Proposed: A O’Toole Seconded: P Lavelle</p> <p>NOTED</p> <p>APPROVED Proposed: C Fisher Seconded: M Majoram</p> <p>NOTED</p> <p>APPROVED Proposed: V Bistany Seconded: J McCarthy</p> <p>SECRETARIAT</p>

REF	ITEM	DECISION
13.01/09	FORMAL APPROVALS (Contracts, Codes, Policies, Statements)	
	<p>vi) Park House/Rathdown House Redevelopment (Memorandum 11th February 2020) Governing Body noted the memorandum “<i>Park House/Rathdown House Redevelopment</i>” requesting approval for TU Dublin to enter into a contract with Flynn Construction arising from a procurement process for the re-development works in Park House and Rathdown House.</p> <p>Following discussion on the range and level of detail required to give the Finance and Property Committee and Governing Body appropriate information on such contract proposals, Governing Body noted a comprehensive paper would accompany such future contracts.</p> <p>Governing Body approved the recommendation for TU Dublin to enter into this contract.</p>	<p>NOTED</p> <p>UNIVERSITY SECRETARY</p> <p>APPROVED Proposed: J Grant Seconded: A O’Toole</p>
	<p>2. CODES AND POLICIES</p> <p>i) Draft Code of Conduct for Governing Body Members Governing Body noted that this item was deferred to the next meeting on 25th March 2020.</p> <p>Governing Body agreed that the draft <i>Code of Conduct for Governing Body Members</i> would be circulated to members requesting their feedback in advance of the next meeting.</p>	<p>NOTED</p> <p>SECRETARIAT</p>
	<p>ii) Draft Code of Conduct for TU Dublin Employees Governing Body noted that this item was deferred to the next meeting on 25th March 2020.</p>	<p>NOTED</p>
13.01/10	HEA ROLLING GOVERNANCE REVIEW	
	<p>Governing Body noted the Memorandum, “<i>HEA Review of Governance Arrangements</i>”, outlining the University’s response to the HEA report, ‘<i>HEA Rolling Review of Pay, Pensions, Travel & Subsistence and Leave</i>’, as prepared by Deloitte and circulated by the HEA in November 2019.</p> <p>Governing Body approved the recommendation for TU Dublin to respond to the HEA as outlined in this memorandum.</p>	<p>NOTED</p> <p>APPROVED Proposed: A O’Toole Seconded: P Lavelle</p>
13.01/11	MEETING TOPICS	
	<p>1. RESEARCH AND INDUSTRY ENGAGEMENT The Chair welcomed Professor Brian Norton, Principal, City Campus and Professor Brian O’Neill, Director – Research, Enterprise & Innovation Services, City Campus. A presentation followed which focused on the following areas:</p> <ul style="list-style-type: none"> • Greater collaboration between researchers across the three campuses around current strengths • Strengthen participation in national Science Foundation Ireland Centres • Ensure full engagement in research, development and commercialisation programmes • Pro-actively pursue Horizon Europe and other EU research funding opportunities • Develop key areas of infrastructure • Embed collaboration/engagement between researchers and potential research partners in industry, communities and government • Ensure equality, diversity and inclusion in research • Implement a researcher career development programme • Develop a research Chairs programme 	<p>NOTED</p> <p>NOTED</p>

REF	ITEM	DECISION
13.01/11	MEETING TOPICS	
	<p>Following discussion members noted a number of areas including, targets, resources, research income and spin-offs.</p> <p>The Chair thanked Professor Norton and Professor O'Neill for their presentation.</p> <p>2. CHARITIES STATUS</p> <p>i) Charities Status (Memorandum 5th February 2020) Governing Body noted the memorandum "Governing Body Members' Obligations as Charity Trustees", advising an information session would be organised to provide information and guidance to members surrounding the issue of Charity status and in particular the duties and obligations of charity Trustees.</p> <p>ii) Charities Status Summary – Governing Body Members Governing Body noted a summary document detailing the main principles and standards applicable to Charities and links to the relevant Acts, codes and guidelines for Charities.</p>	<p>NOTED</p> <p>SECRETARIAT</p> <p>NOTED</p>
13.01/12	ANY OTHER BUSINESS	
	<p>The following matters were raised under this item.</p> <p>1. Ethics in Public Office Acts 1995 and 2001 Governing Body members noted a reminder to return the Statement of Interest – Designated Directors (section 17), or a 'Nil Statement' to the Governing Body secretariat as soon as possible.</p> <p>2. Coronavirus – TU Dublin Update Governing Body noted the University is closely monitoring the current situation regarding the novel coronavirus and following advice of the HSE Health Protection Surveillance Centre (HPSC) and that of its Student Health professionals. Updates are being circulated to staff and students on a regular basis as a reminder of best current advice. Travel schedules to China have been cancelled with protocols for any colleague or student returning from affected areas in place.</p>	<p>NOTED</p> <p>NOTED</p>
13.01/13	NEXT MEETINGS	
	<p>Regular Governing Body Meeting The next Governing Body meeting is scheduled for Wednesday, 25th March 2020 at 08.00am in TU Dublin, Grangegorman.</p> <p>SIGNED  Imelda Reynolds CHAIR</p> <p>DATE: 25TH MARCH 2020</p>	<p>NOTED</p>