

**Minutes of the meeting of the Governing Body of Technological University of the Shannon:  
Midlands Midwest**

**Monday 16<sup>th</sup> of May 2022 at 10.00am**

**via MS Teams & in person – Moylish Campus.**

**Members:** Ms. Josephine Feehily – Chair (in person)  
Prof. Vincent Cunnane (in person)  
Ms. Catherine Collins (Teams)  
Ms. Anne Cusack (in person)  
Mr. Cormac Dillon (in person)  
Ms. Brigid Delamere (in person)  
Mr. John Doyle (Teams)  
Ms. Marguerite Doyle (in person)  
Mr. Noel Gavin (in person)  
Ms. Shelley Ann McCarthy Buckingham (Teams)  
Ms. Anne Meagher (in person)  
Mr. George O’Callaghan (in person)  
Ms. Colette Ryan (Teams)  
Prof. Han Brezet (Teams)  
Mr. Kevin McLoughlin (in person)  
Mr. Tony Mahon (Teams)  
Ms. Áine Daly (Teams)  
Mr. Martin Quinn (in person)

**In Attendance:** Mr. Bill Delaney, Governing Body Secretary (in person)  
Ms. Martina Moran, Recording Secretary (Teams)

**4. Apologies:** Mr. John Griffin  
Mr. James Ring

Items will be recorded in the order they were discussed.

**Section A: Standing Items**

**1. Chairperson’s opening and introductions**

The Chair welcomed everyone to the meeting.

The Chair advised that she has been invited to attend the Joint Committee on Education, Further and Higher Education, Research and Innovation in Leinster House on 17-5-22 at 11am the main purpose of which is to continue the examination on the future funding of Higher Education. The Chairs from SETU and MTU will also be in attendance.

The President advised that a visit of members of the Oireachtas committee took place on the Moylish campus some months ago – this visit was facilitated by THEA.

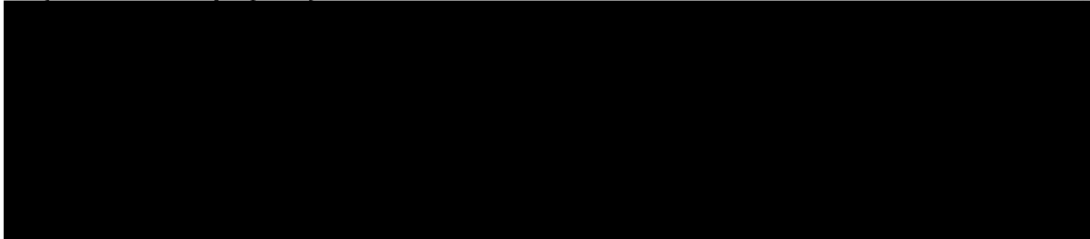
Mr. Martin Quinn was welcomed to his first meeting of TUS Governing Body.

The Chair would like to get an opportunity to meet with all member of the Governing Body (particularly the new members) between now and June. The Chair will also be looking at the committees with a view to putting a new committee structure and membership in place.

**2. Approval of the Agenda**

Item 13 of the agenda will now take place after item 11. Items will be recorded in the order they were discussed. The agenda was approved.

**3. Expressions of Sympathy**



**5. Declaration of Conflicts of Interest**

There were no declaration of conflicts of interest.

**6. Correspondence**

There was no correspondence.

**7. Minutes of Governing Body meeting of 11<sup>th</sup> of April 2022**

The minutes of 11<sup>th</sup> of April 2022 were approved.

**Proposed by G. O'Callaghan, and seconded by N. Gavin**

**8. Matters Arising**

There were no matters arising outside of the agenda.

**9. Action Log**

The Chair briefed the Board on the background of this fairly recent addition of an Action log, the purpose of which is to track actions of the Governing Body by use of colour coding i.e. red, amber (at risk), green (complete), with a view to focusing on items in red. The log is derived from actions from previous meetings. A second Action Log of all 'green' (completed) items is retained and if required will be uploaded to Decision Time at every meeting. It was agreed that current items in green can now be closed off and moved to the completed Action Log. A footnote will also be added to the document to describe the action/outcome. B. Delaney was requested to tidy up the narrative regarding the Bank of Ireland (7/3/22). The Action Log process while still in its infancy will continue to be developed and improved.

**10. Risk Management**

While this is a standing item and will always appear in this section it will be discussed under ARC items today.

## Section B: Items for Decision/Approval

### **11. Appointment of a Deputy Chairperson**

The appointment of Mr. George O’Callaghan as Deputy Chairperson was proposed and agreed by Governing Body.

**Proposed by J. Feehily and seconded by C. Ryan.**

## Section C: Committee Reports

### **13. Final Minutes of ARC meeting 04/04/22**

C. Ryan, Chair of ARC gave a high level update of ARC meeting 4/4/22 to Governing Body. The Chair acknowledged the heavy workload and support of all involved particularly the ARC members and B. Delaney and his Team.

- ***Internal Audit Report – 2019 HEA Rolling Governance Review (Pay, Pensions, Travel, Subsistence, Leave) – LIT***

There were eight internal audit recommendations, seven of which were applicable to LIT and one the responsibility of Department of Education. Of the seven all have been implemented. On the recommendation of the ARC committee, the Governing Body approved this Report.

**Proposed by A. Cusack and seconded by G. O’Callaghan**

- ***Capital Projects – Governance & Reporting***

J. Browne and ██████████ attended the ARC meeting to present this item. This item will be for further review at an ARC meeting in the future and will be subsequently presented to Governing Body for approval. It was noted that an internal audit review of Capital Project Governance and Reporting is due to take place towards the end of the year.

- ***GDPR, FOI Report 2021-2022***

B. Brennan and G. Greene attended the ARC meeting to present this item. Governing Body discussed the fact that 100 staff are recorded as not having completed the data protection training. While this training is not mandatory, staff are strongly encouraged to avail of same, the President advised that efforts will be increased across TUS to encourage staff to complete the training. The Chair requested that this be closely monitored.

<b>Action</b>	<b>By whom</b>	<b>By when</b>
Staff to be encouraged to complete Staff Data Protection Training – which is to be closely monitored	President	Ongoing

- ***THEA Code of Governance for Subsidiaries & Company Constitutions***

This THEA Code was noted by the ARC. At the request of the Chair of Governing Body, ARC agreed to review ‘common membership’ of the Board of Directors of TUS subsidiary companies including common directorships (i.e. the President and also the Secretary to

Governing Body). The ARC is continuing its consideration of this request at it's next meeting.

- **Review of Policies & Procedures**

ARC reviewed the following policies/procedures:

Travel and Subsistence

Accounts Payable.

A full schedule of policies will be prepared and will be presented to ARC and Governing Body. Further discussion is required on what policies require Governing Body approval and also which policies the GB would wish to approve, this is a work in progress and will be advanced in the coming months.

Action	By whom	By when
Prepare a schedule of policies for ARC and GB review and determination of approval process.	Governing Body Secretary	ARC/GB meeting September 22

**Draft Minutes of ARC Meeting 09/05/22**

C. Ryan, Chair of ARC gave a high level update of ARC meeting 9/5/22 to Governing Body. The THEA Code of Governance for Subsidiary Companies was further discussed in order to inform the review of the composition and membership of the board of directors of TUS subsidiaries. B. Delaney issued a survey to seek information on composition of the subsidiary board membership across the TU/IoT sector. When the results of this survey are known a closed ARC session will take place later in the week. B. Delaney will also summarise relevant sections of the THEA Code of Governance for subsidiary companies to inform the review. The outcome of this meeting and recommendation will be presented to the June meeting of the Governing Body.

- **Internal Audit (Deloitte)**

- **Internal Audit Report – Data Migration**
- **TUS ARC Internal Audit Update**

J. Crowley and E. Healy from Deloitte joined the ARC meeting for this item. After an update from the Chair of ARC and discussion by Governing Body members, the Internal Audit Review of Data Migration and Reconciliation as recommend by ARC was proposed and approved by Governing Body.

**Proposed by K. McLoughlin and seconded by M. Doyle.**

The Chair of Governing Body again acknowledged the significant body of work undertaken and wished to record her appreciation and thanks to the TUS Finance team in completing this task which was part of the TUS merger.

**TUS ARC Internal Audit Update**

An update on TUS 2021/22 Internal Audit Plan Year 1 was presented to ARC by Deloitte. The follow-Up Review will be presented at the next ARC meeting.

- **TUS Strategic Risk Register update**

Further updates were made to the Strategic Risk Register after consultation with other parties.

Governing Body members discussed the Risk Register and the following points were noted:

- The Chair asked for a more reader friendly version of the Risk Register to be prepared to ensure that members can properly consider the Register.
- The Chair observed that none of the risks on the Register were categorised as Reputational which is unusual. The President noted that whilst categorised differently the majority of risks carried reputational risks.
- Strategic Plan Development Process has now commenced and a draft Strategic Plan will be presented to Governing Body in January 2023
- The President gave an update on the €307m funding announcement by government last week
- The President also gave an update on €37.6m NRRP funding – this is currently being worked out by Government – the exact amount to be awarded to TUS is still to be finalised, €9M of the first year, €18m has been deposited with TUS pending further distribution nationally.
- Student accommodation – this is proving very challenging – members discussed the implications of the lack of student accommodation particularly in Moylish and also in Athlone. Without a borrowing framework and intervention from the State in order to facilitate the building of affordable purpose-built student accommodation (PBSA) it is not possible to address this problem in the short term, and therefore student accommodation will remain a high risk for TUS. Even with a borrowing framework, any accommodation built now would not be affordable without subvention. There is an urgent need for all relevant parties to work together to find a solution.

Action	By whom	By when
Student Accommodation: A TUS Communication Team to engage campaign stakeholders to provide additional accommodation options and transport companies, etc in an attempt to provide a solution (temporary or otherwise)	A TUS Team to be put in place	Beginning June 2022

- Student experience – risk identified which is due to impact of Covid i.e. students not getting a full on-campus experience.
- Organisation culture and change management – the President and VP of People Culture EDI are undertaking a process of engagement on awareness of culture.

Action	By whom	By when
The GB requested that more detail be included in the risk mitigation and also the timelines for action be included. On risk 2, integrated, coherent, and effective management and administrative structures, processes and systems it was also requested	Management	Future Governing Body meeting

that further mitigation details and timelines be included. Management agreed to make these changes in the next update and present same to GB		
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- **TUS Corporate Procurement Plan (CPP) and Procurement Presentation**

B. Coleman, TUS Procurement and Contracts Manager joined the ARC meeting for this item. The Corporate Plan as recommended by ARC was approved by Governing Body. **Proposed by N. Gavin and seconded by A. Cusack.**

In relation to a question raised by a Governing Body member on “*sustainable criteria and if TUS will profile itself as a follower, standard complier or go for green and socially best and next practices, allowing regular sustainable innovation procurement experiments*”, the Secretary will inform B. Coleman of TUS Procurement team of this query.

Action	By whom	By when
Corporate Procurement Plan – <i>TU - profile itself as a follower, standard complier or go for green and socially best and next practices, allowing regularly sustainable innovation procurement experiments</i>	Secretary/B. Coleman to respond to question raised	June GB

- **Annual Review of ARC effectiveness**

The ARC members completed the Annual Review of ARC effectiveness, a collated copy of which has been uploaded to Decision Time. The responses showed a high level of understanding from committee members and a number of actions were subsequently identified. B. Delaney and ARC members will work on these actions.

While the template is derived from the Code of Governance, the Chair of Governing Body felt that the report did not ‘tell’ anything and felt that an assessment/appraisal/ executive summary is required. It was agreed this would be conveyed to ARC for future review. A similar Annual Review of Effectiveness will be undertaken of Governing Body, by the members. The Chair requested the template be provided to her in advance of circulation to Governing Body members so that it can review and amend if required.

The Annual Review of ARC effectiveness was noted.

Action	By whom	By when
“Executive Summary” analysis of the ARC effectiveness review to be prepared	ARC Secretary	July GB
Annual Review of Governing Body effectiveness Template – to be reviewed	Chair	Before issuing to Governing Body members

- ***Draft ARC Annual Work Plan 2022-2023***

Governing Body noted the Work Plan taking cognisance of the fact that this is fluid document.

The Chair of ARC advised Governing Body that due to work commitments she has resigned as Chair and member of ARC, effective from end - July 2022 and wished to thank the ARC members and the TUS team for their assistance. The Chair also thanked the Chair of Governing Body for enabling the change in the agenda to facilitate the ARC updates at this morning's meeting.

The Chair of Governing Body thanked Ms. Ryan for her contribution in her role as Chair of ARC.

***Two minute break took place.***

**12. Presentation by Dr. Terry Twomey, VP Academic Affairs:**

- **GB Review of Academic Council (TU Act Sec. 17 (2) (b))**
- **GB Regulations for Academic Council (TU Act Sec. 16)**

Dr. Terry Twomey attended the meeting for this item. The Chair gave a background brief to members regarding the Academic Council items. It was also noted that legal advice on the function and operation of Academic Council, including provision of 'recommendations' as provided in Section 17 of the TU Act to Governing Body which was identified by Arthur Cox in advice on 3 May, and had been requested by the Chair, has yet to be received.

The President also gave a background to all aspects of Academic Council. Since the launch of TUS, an Interim Academic Council has been in situ. The President explained the importance of an Academic Council in the TUS environment which is an essential statutory council of the TUS. The proposed new Academic Council will replace the interim Academic Council and it is envisaged that this new Academic Council will be in situ for September 2022. The function and role of Academic Council is laid out in the TU Act.

Dr. Twomey briefed the Governing Body members on the proposal for approval today, which was then opened to the floor for questions. It was noted that the Proposal is a result of discussion and consultation over a number of months. Page 2 of the Regulations was discussed in detail. The following was proposed and agreed:

- Student membership to be increased to 4 i.e. 2 undergraduate and 2 postgraduate
- Amend Appendix 2 for student members, to provide for nomination of additional student member
- Total Academic Council membership to be increased to 63
- Elected Heads of Department to be moved to Ex Officio section and therefore Total Ex Officio to be amended to 27
- Amend table on page 2 accordingly

A discussion took place on the process of election regarding the gender objective set out in the TU Act and if a potential challenge/risk might be raised. The President stated that there is a far greater risk to TUS if there is no Academic Council in place for September 2022.

The Chair queried if it was prudent to agree this set of regulations in the absence of the outstanding legal advice – the President stated he believed it was as the legal advice will not affect the composition of Academic Council. He anticipates that this advice will be received for either the June or July Governing Body meetings and will address the function and operation of Academic Council, the Governing Body and the President.

After this discussion the Governing Body agreed the Regulations on the balance of risk, subject to all amendments as discussed being made. To enable the elections to proceed in a timely manner, the GB agreed that the final text would be approved by the Chair, and Deputy Chair, G. O’Callaghan who will review with B. Delaney. Once approved, a final copy will issue to all Governing Body members.

**Proposed: A. Cusack and seconded by M. Doyle.**

With regard to the ‘Review’ aspect of Academic Council by Governing Body, Dr. Twomey was requested to provide a document/proposal in advance of the next meeting in order for Governing Body to be prepared for the discussion.

Action	By whom	By when
Governing Body Review of Academic Council - Provide proposal to Governing Body members in advance	Dr. Terry Twomey	Early June 2022

## Section D

### 14. TUS Key Strategic Priorities Progress Report and Presidents Update

The President requested that going forward that this item be moved up higher in the sequence of the agenda. The Chair agreed to consider.

- RUN EU – the President with a delegation from TUS attended a RUN EU event in Leiria, Portugal 11-13<sup>th</sup> May.

A ministerial visit will take place on 23<sup>rd</sup> May to discuss a number of issues including Student Accommodation. The Students Union will forward any relevant information to the President in advance of this meeting.

National Recovery Resilience Fund (NRRP) – Ireland was awarded €700m for Digitalisation Project of which €40m was allocated to the technological sector for the Digitisation project and the President as Chair of THEA will continue to drive this project.

- TUS are now part of the National Access to Apprenticeship Programme (part of a national programme). 11 students started this programme in the Moylish campus.
- S. Hoyne was appointed to the new Shannon Estuary Economic Taskforce.



#### 15. Staff Appointments

Noted.

#### 16. Strategic Plan Development Process

The Chair requested that the Executive would arrange a social event for all Governing Body members.

The Chair recently had a consultation with Mazars who are keen to establish engagement with Governing Body members in the form of a workshop. Mazars will issue a document in advance of this workshop. The date of which will be the 20<sup>th</sup> of June. The Chair will discuss with the executive the exact timings of this workshop to coincide with the Governing Body meeting.

#### 17. New policy on funding Higher Education and reducing the cost of education for families

The following documents have been uploaded to Decision Time for information:

- Increasing the Sustainability of Higher and Further Education provision in Ireland
- Funding the Future – Investing in knowledge and skills: Ireland's competitive advantage
- Review of the student Grant Scheme
- Presentation on New Policy on funding HE and reducing the cost of education for families


#### Section E

#### 18. AOB

Members requested if documentation could be released earlier on Decision Time in order for them to prepare for meetings. The President advised that due to the volume of work it has not always been possible but will endeavour to improve further. Members further asked in that event if advance notice can be given as to which day the papers will be available so that preparation time can be set aside.

**There being no further business the meeting concluded at 13.42pm.**

Signed:

  
Chair of TUS Governing Body

Date:

20-6-22

