



## Trinity College Dublin

Coláiste na Tríonóide, Baile Átha Cliath

The University of Dublin

### Board Meeting 22 May 2024

*This meeting was held in the Trinity Board Room*

**Present:** Chairperson (Mr P Farrell), Provost (Dr L Doyle), Vice-Provost/Chief Academic Officer (Professor O Sheils), Professor K Ahmad, Professor I Arnedillo Sánchez (*on Zoom*), Ms A Bennett, Ms D Caden, Professor M Cunningham, Professor A Dignam, Ms T Doyle, Ms I Goggin, Dr N Hardiman, Professor D Jones, Dr M Kelly, Professor C Leahy, Ms R Mathews McKay, Mr L Molnárfi, Ms O Muldoon, Mr M Murtagh-White, Prof A Nolan, Professor C O'Farrelly, Professor J Walsh, Mr A White.

**Apologies:** Dr L Roe, Dr D Thornhill.

***In attendance***

***(ex officio)*** Secretary to the College/Director of Governance (Ms V Butler), Treasurer/Chief Financial Officer (Ms L Ryan), Bursar/Director of Strategic Innovation (Professor E Denny), Chief Operating Officer (Ms O Cunningham).

***In attendance***

Chief Innovation and Enterprise Officer (Dr M Olmstead), Project Manager, Secretary's Office (Ms S Brown).

### SECTION A

#### **BD/23-24/204 Statements of Interest**

The Secretary to the College/Director of Governance advised the Board that she had received a statement of potential conflict of interest from Professor Jones in respect of agenda item A. 15 Employment Contract Patterns and Conditions. Having discussed the item with Professor Jones, the Secretary to the College/Director of Governance proposed, and it was agreed, that he would remain in the meeting for the item.

The Secretary to the College/Director of Governance advised the Board that she had received a statement of potential conflict of interest from Professor Walsh, Ms Caden and Ms Mathews-McKay in respect of agenda item C. 26 Board Elections 2024. Having discussed the item with them, the Secretary to the College/Director of Governance proposed, and it was agreed, that they would remain in the meeting for the item.

The Secretary to the College/Director of Governance advised the Board that she had received a statement of potential conflict of interest from the Vice-Provost/Chief Academic Officer in respect of agenda item C. 38 St James's Hospital Board Nomination. Having discussed the item with the Vice-Provost/Chief Academic Officer, the Secretary to the College/Director of Governance proposed, and it was agreed, that she would leave the meeting for the item.

The Secretary to the College/Director of Governance advised the Board that she had received a statement of potential conflict of interest from Dr Kelly in respect of agenda item D. 45 (ii). Having discussed the item with Dr Kelly, the Secretary to the College/Director of Governance proposed, and it was agreed, that she would remain in the meeting for the item.

#### **BD/23-24/205 Minutes**

(i) The Board approved the draft minutes of 27 March 2024.

- (ii) The Board approved the draft minutes of 22 April 2024 (Trinity Monday).
- (iii) The Board approved the draft minutes of 8 May 2024, pending an amendment to include the apologies of the Vice-Provost/Chief Academic Officer and Ms I Goggin.
- (iv) The Board noted the outputs from the Board Away Day of 27 March 2024.

*Mr White and Professor O'Farrelly joined the meeting at this point.*

#### **BD/23-24/206 Matters Arising**

The following matters were raised under matters arising:

##### **BD/23-24/202 Urgent Item of Business – Statement to be issued**

A member of the Board raised a concern that the Board was not giving sufficient time to fulfilling its statutory function of giving sufficient consideration to the matters of education, scholarship, ethics, discipline, finance, and external relations.

In response to comments made by the Board member, the Chairperson clarified that with regard to recent events, no unilateral decision had been taken and that a Task Force is to be established so that any decisions made would be informed by the findings of the Task Force within the framework of the University's governance structures.

The Chairperson informed the Board that certain members had communicated to him their unease at making full contributions at Board meetings due to a potential breach in Board confidentiality. Given the seriousness of this matter, he informed the Board that he would seek the Board's views on the matter at a later point in the meeting.

There were no other items raised under matters arising.

#### **BD/23-24/207 Provost's Report**

The Provost gave a verbal report under three main headings.

##### **(i) Protests**

The Provost gave a detailed account of the events that had taken place from Friday, 3 May with the start of the encampment in Fellows' Square to the conclusion of the encampment on 8 May. She reminded Board members that the agreement reached to end the encampment had been brought to Board for approval, and the encampment ended on 8 May.

*Professor Walsh joined the meeting at this point.*

The Provost advised that the University's primary concern throughout the encampment was its duty of care to students and staff and this impacted decision-making at a management level.

The Provost updated the Board on the wider international context in relation to protests which are occurring in University campuses around the world.

The Provost advised that just prior to the start of the encampment she had met with the incoming and outgoing SU Sabbatical Officers and that she had reconvened meetings with this group since the encampment had ended, with a view to establish better ways of working together going forward. She informed the Board that on 20 May, the SU had agreed that going forward, they and the University would work in renewed partnership to deliver on Student Partnership and, in response to this, the Provost had agreed that the University would no longer pursue the payment of the invoice that had been issued. The Provost outlined the nature of Student Partnership to the Board and its history in Trinity. The Provost also noted that the incoming SU Education Officer had met already with the Vice-Provost in relation to bringing forward a new Student Partnership agreement in the Autumn.

The Provost reminded the Board that she had issued a statement before the protest that set out that all forms of racism, including antisemitism and Islamophobia, have absolutely no place in Trinity. She

reported that concerns had been shared with management and different members of Board in respect to recent protests, in particular highlighting issues reported with respect to antisemitism. The Provost reported how the University was responding to this, including the involvement of the EDI office in working with students and staff on these issues. The Provost noted that these issues would be returned to in due course and work is ongoing.

The Provost informed the Board that one of the key aspects of the agreement reached on May 8 was the creation of a Task Force that would look at how the University preserves academic freedom in the context of what is a very changed geopolitical environment, something which most institutions globally are facing. She advised that the format, shape and terms of reference for the Task Force had not yet been decided but that given his experience and recent involvement, she had asked the Senior Dean to conduct some background research on different approaches to such a Task Force and to garner input from diverse voices and diverse expertise both internally and externally. This would inform a meaningful set of options on format, shape and terms of reference for fulfilling what was agreed on 8 May. The Provost advised that various different committees and groups would feed into the options, and that given the importance of the role of the Task Force, she was recommending that Council and subsequently Board would have the opportunity to discuss the options for the Task Force, and that both would ultimately sign off on the Terms of Reference. She reiterated that, as had been noted in the agreement approved by the Board, this Task Force would work within the normal governance structures of the University and that any recommendations that were made by it would follow the University decision-making structures. She underlined that another crucial and essential aspect would be that the Task Force would need to develop and use processes that ensured meaningful, widespread engagement on the issues on which it would focus. She emphasised the importance of being able to stand over the fact that any recommendations that were forthcoming would have had a widespread and in-depth airing and that all implications would be fully understood, and that discussions would need to be evidence-based, and decisions would need to be made together and to stand over those decisions.

The Provost noted that until the Task Force makes recommendations to the relevant Principal Committees, which in turn would need to be considered by those Committees in line with the University's formal governance structures, no decisions beyond what had been agreed and approved by the Board on 8 May would be made.

The Provost reported that, as had been agreed on 8 May, divestment from Israeli companies who have activities in the Occupied Territories and appear on the UN Blacklist was expected to be completed in June, and that this approach is in line with actions being taken by the NTMA/ISIF.

(ii) European focus.

The Provost reminded the Board that European elections would be held on 7 June 2024 and informed members that the Irish Universities Association (IUA) had sent out a document to all candidates in the upcoming EU elections that contained three key points focused on the research landscape in Europe, the size of the research budget and potential constraints. The Provost highlighted a number of points in that document. The Provost provided some commentary on the changing research landscape in Europe which will mean national funding becomes even more important.

(iii) Ireland

The Provost gave an update on informal discussions she had with a department official in respect to Dartry Accommodation.

The Provost completed her report to Board by summarising the key points that had been agreed at IUA sectoral level which the IUA aimed to get onto the general election manifestos of candidates. She reported that the College had already been working with the SU to ensure that students register to vote and push for what the sector is advocating for.

In response to a number of queries and comments from members of the Board, the Provost provided the following clarifications:

- The issue of Masters’ fees is to be reconsidered by the Finance Committee and suggestions that had been received relating to those fees would be considered through the proper governance and decision-making processes.
- The IUA and Trinity individually had expressed concern to the Minister about the allocation algorithm used to distribute additional Government funding between the Universities and the Technological Universities, which did not reflect the difference in student numbers between the two.
- There would be a lessons learnt conducted around the University’s handling of the encampment situation with a view to making improvements going forward.
- Research Ireland is being established and the Research and Innovation Bill is in its final stages. The focus on research and innovation was noted as having been reduced in Ireland and in many EU member states. The priority to push for the research infrastructure in Ireland to be replenished and for the EU research budget to be ringfenced was noted.

In the course of discussion, several members of the Board commended both College management, staff and students for bringing the protest to a safe and quick conclusion. The significant work of the staff on the ground during the encampment was also commended.

#### **Action/Decision**

**207.1** The Board received the verbal report from the Provost.

#### **Major Strategy Item**

#### **BD/23-24/208 Strategic Plan 2025-2030**

The Vice-Provost/Chief Academic Officer introduced the item with reference to the memorandum from her and the Executive Director, Academic Services Division, dated 16 May 2024, and presentation dated 22 May 2024 which had been circulated.

She informed the Board that the consultation process had begun and that a survey had been issued to all staff with a return date of 7 June and that a survey would be issued to students shortly (after the summer examinations). She reported that in parallel, targeted consultation sessions were taking place including for example the Academic Committees of Council, the Faculty Executives and the Principal Committees of Board. She advised that following the initial phase, consultation with cohorts of other stakeholders would commence, such as with the Unions and the Chaplaincy, Trinity Development and Alumni, the Library, CSD and FSD and subsequently with external stakeholders. Following the consultation phase, the feedback garnered would be compiled. She noted that there would likely be a degree of consistency between the new plan and previous plans reflected through the University’s vision (a University of global consequence), and mission (the delivery of excellence in research and teaching). The process would include identifying the objectives that the University wants to achieve, as well as its long-term strategy, the methodology to execute the plan and action plans that would support the overall strategy. She drew the Board’s attention to four key themes that have emerged from the responses collated to date that relate to students, staff, digital infrastructure/systems and our planet. She outlined the next steps in the process and advised that it was planned to begin a first draft of the plan during the summer months. She noted that a meeting of the Board Working Group was scheduled to take place after the Board meeting that afternoon.

In response to a query from a Board member, the Vice-Provost/Chief Academic Officer confirmed that the University’s mission to deliver excellence in research had been highlighted.

The Chairperson thanked the Vice-Provost/Chief Academic Officer.

In response to a comment from a Board member, the Provost informed the Board that Professor Daniel Bradley had been elected as a Fellow of the Royal Society and that the University would be marking this achievement.

#### **Action/Decision**

**208.01** The Board received an update from the Vice-Provost/Chief Academic Officer.

***Financial/Audit Matters***

**BD/23-24/209 Quarterly Financial Review and Forecasts Q1 2023/24**

The Treasurer/Chief Financial Officer invited the Board's attention to her presentation dated 16 April 2024, which had been circulated in advance.

She provided the Board with a summary of the key highlights of the financial performance for the first quarter of the financial year 2023/24 and the full-year forecast to 30 September 2024.

In her presentation, Treasurer/Chief Financial Officer drew the Board's attention to the financial summary dashboards for Q1 FY23/24 actuals, budget and full year re-forecast for 2023/24, noting that while Q1 income is forecasted to be ahead of budget, largely due to timing differences across all income streams, the forecasted surplus to 30 September 2024 (before unrealised gains/losses) is behind budget. She advised that the increase in operating costs against budget, is driven by increases in non-pay costs including utility and service contract costs, and also additional staff costs, reflecting the impact of pay awards and increased staff numbers.

The Treasurer/Chief Financial Officer provided an update on capital project activity, including the top five approved projects by value and noted the significant increase in capital expenditure year-on-year in line with ongoing works on the E3 Learning Foundry, Book of Kells Experience, Old Library Redevelopment and Portal projects. She also advised that the University maintained strong liquidity in Q1, with closing cash up on Q4 FY22/23, largely driven by a Pension funding receipt from the HEA during the quarter. She also noted the increasing demand on cashflow for capital project-related spend on key projects as outlined.

She drew the Board's attention to the more detailed breakdown provided under the Q1 2023/24 Financial Year Financial Summary Dashboards under the headings of Capital Projects, Cashflows, Research, Staff and Academic (student fee income).

She confirmed that the Q2 Financial Review and Forecasts would be brought to the June meeting of the Board.

The Chairperson thanked the Treasurer/Chief Financial Officer and opened the item for questions and comments.

In response to a query from a Board member about the increase in support staff numbers from Q1 2023 to Q1 2024, the Treasurer/Chief Financial Officer undertook to seek a more detailed breakdown from Human Resources on these numbers.

She confirmed that with regard to the increase in operating costs and in particular non-pay costs including utility and service contract costs, FSD is working closely with the Chief Operating Officer's team to manage these cost increases.

In response to a query from a Board member she confirmed that pension funding received from the HEA that is included under cashflow is ringfenced.

The Board noted the presentation from the Treasurer/Chief Financial Officer.

**Action/Decision**

**209.01** The Board noted and discussed the presentation from the Treasurer/Chief Financial Officer dated 16 April 2024.

***Risk and Compliance Matters***

**BD/23-24/210 Report from the Chair of the Risk and Compliance Committee**

Professor Cunningham, as Chair of the Risk and Compliance Committee, provided a verbal report on the work of the Risk and Compliance Committee to date since the last report. He reported that the

Committee had met on 9 May and that it would meet again in June 2024. He advised that at the May meeting, the Committee had welcomed its second external member, Mr Alastair Blair. He noted that he was still awaiting the nomination of student representatives to serve on the committee. He summarised the matters considered by the Committee as follows:

- The revised Occupational Health and Safety Policy and Safety Committee Terms of Reference.
- A memorandum regarding risk reduction funding. He informed the Board that the funding request would go to the Planning Group, but that he had been asked to bring the risk to the attention of the Board.
- The revised Policy Management Framework.
- The revised Ethics Policy.
- A proposal on communication between the Audit Committee and the Risk and Compliance Committee the purpose of which was to clarify the roles of both and the proposed information to be shared.
- The high-level risks of the University Risk Register and the methodology used.

Professor Cunningham drew the Board's attention to a slide that had been circulated in advance and outlined that the University Risk Register was in transition and the aim was to present it in the format of a dashboard in the future. He noted that the work of the Chief Risk Officer, the Risk Management Group and the Risk and Compliance Committee would provide a vital decision-making tool for the Board.

The Vice-Provost/Chief Academic Officer informed the Board that the Planning Group would consider the risk reduction funding request in September at which stage it would have information on its full annual budget.

With regard to an incident relating to an invitation related to research that had been dealt with and reported at the March meeting of the Board, further information was requested and the Secretary to the College/Director of Governance undertook to follow up accordingly.

#### **Action/Decision**

**210.01** The Board received the update from the Chair of the Risk and Compliance Committee.

**210.02** The Secretary to the College/Director of Governance is to gather further information relating to a recent invitation related to research.

#### **BD/23-24/211 University Risk Register 2023/24**

*Ms Julia Carmichael, the Chief Risk Officer, joined the meeting for this item.*

The Chief Risk Officer introduced the item with reference to her memorandum dated 14 May 2024 and presentation dated 22 May 2024, which had been circulated.

The Chief Risk Officer gave an overview of the governance structures in place to approve the University Risk Register, the methodology used to compile it and the movement of risks in several risk categories since 2023. She drew the Board's attention to emerging risks in the external environment that may impact on the University and that were being monitored by the Risk Management Office on an ongoing basis. She noted that given the implementation of the new Risk Management System across the University in January 2024, that all areas had utilised the new system in their review, commencing the process of using the system at all levels within the University. She presented the top six high risks, summarising the risk movement of each and noted the importance of the mitigating actions for each, the majority of which are underway. She noted that the Risk Management Office would commence engagement on these mitigation action plans with the top six high risks following the approval of the URR High Risk Register to ensure that progress was underway, and that risk was being reduced or mitigated in accordance with the intention of the actions and risk appetite of the University. She drew the Board's attention to the full list of the top 15 high risks on the University's Risk Register in Appendix 1. She also indicated that the URR Medium and Low Risk Register would be available to the Board in June once it had

completed its initial governance journey.

The Chairperson thanked the Chief Risk Officer and opened the item for questions and discussion.

Arising from the discussion, it was agreed that with regard to the risk on sustainability and the mitigating plans, the Environment and Sustainability Committee would work with the Chief Risk Officer to identify more robust mitigation measures. The Chief Risk Officer also undertook to amend the wording around risk 12 on research to rectify what could be interpreted as an imbalance between research and teaching, and to re-consider the weighting of risk 8 on funding for services for student health and wellbeing. With regard to the risk related to health and safety, she informed the Board that there is a lot of work being done to manage the risk through training and management of laboratories. In that regard the importance of the risk reduction funding was noted in assisting in the training of safety officers and ensuring compliance. A Board member raised the issue that health and safety was not just related to behaviour but was also linked to old equipment and insufficient funding leading to the fragmentation of the research infrastructure. The CRO agreed and noted that this risk was one that had significant levels of compliance required to ensure that the University met the legislative requirements on an ongoing basis.

The Chief Risk Officer welcomed the suggestion that the University Risk Register would be brought at the start of the academic year and advised that her preference would be for the risk register to be forward looking and that it was anticipated that ultimately the new risk management system would facilitate that. She noted that she would commence that process for Michaelmas Term 2024.

The Chairperson closed the item by thanking the Chief Risk Officer.

#### **Action/Decision**

**211.1** The Board considered and approved the memorandum from the Chief Risk Officer dated 14 May 2024 and the accompanying University Risk Register 2023/24 High Risks Summary and Overview.

*Ms Carmichael and Professor O'Farrelly left the meeting at this point.*

#### **Critical Infrastructure Matters**

##### **BD/23-24/212 Strategic Capital Projects Dashboard**

The Board noted the Strategic Capital Projects Dashboard as had been circulated.

The Bursar/Director of Strategic Innovation informed the Board that a full report on capital projects would be brought to the June meeting of the Board.

##### **BD/23-24/213 Trinity East – Loan Re-Financing**

*Mr Paul Coote, Project Appraisal Manager, joined the meeting at this point.*

The Bursar/Director of Strategic Innovation introduced the item with reference to the memorandum from her, the Chief Innovation and Enterprise Officer and the Treasurer/Chief Financial Officer dated 14 May 2024 and presentation dated May 2024 which had been circulated in advance.

The Chief Financial Officer then provided the context for the loan re-financing approval request, by summarising the Board-approved pre-development phase of the Trinity East Project which had included short-term borrowings, with debt to be repaid or re-financed after 5 years. She noted that the change in strategic direction for the site in 2023 towards a more sustainable model and a phased development approach to the Trinity East campus meant that refinancing was the only realistic option at this time, noting that the building is currently being redeveloped for Portal.

Mr Coote set out the details of the existing loan and the various indicative rates available from a number of lenders following market soundings carried out in recent weeks in terms of re-financing the loan.

A member of the Board noted that the site is situated on a flood plain which needs to be considered in terms of project risk. Concern was raised about the additional interest cost following re-financing and the Chief Financial Officer advised that continued central support for the strategic Trinity East site would be required as the start-up phase develops, noting it is expected that the Trinity East business case would be in a position to absorb the loan costs from Year 10 (2034) onwards.

In response to a query from a Board member on the wider Trinity East project, it was clarified that the Bursar would provide a full update on the Trinity East Project to the Board at its meeting in June and the Secretary to the College/Director of Governance undertook to circulate the pre-development business case that had been approved by the Board in June 2019 to provide Board members with the full historical context.

The Board approved the recommended loan re-finance with the existing lender, noting that it had been considered by the Executive Officers' Group and had been recommended for approval by the Finance Committee.

#### **Action/Decision**

**213.1** The Board considered and approved the memorandum from the Chief Innovation and Enterprise Officer, College Bursar/Director of Strategic Innovation and the Treasurer/Chief Financial Officer dated 14 May 2024.

**213.2** The Secretary to the College/Director of Governance undertook to circulate to Board members the pre-development business case that had been approved by the Board in June 2019.

**213.3** The Financial Services Division was asked to proceed with the new fixed rate loan over 24 years, amortising from year 1 to ensure it is in place before expiry of the existing loan.

*Mr Coote left the meeting at this point.*

*The item was taken at this point in the meeting.*

#### **BD/23-24/214 Proposed Changes to the 2010 Consolidated Statutes**

*Professor Neville Cox, Registrar, joined the meeting for this item.*

The Registrar introduced the item with reference to his memorandum dated 14 May 2024 which had been circulated.

He provided the Board with a summary of each proposed amendment and the rationale for the changes for the following Schedules of the 2010 Consolidated Statutes:

- Schedule 1 to the Chapter on Academic Staff (Grievance and disciplinary issues relating to Academic Staff)
- Schedule 1 to the Introduction Chapter (Declarations)
- Schedule 2 to the Introduction Chapter (Electorate and Register).

The Board approved the changes to the aforementioned Schedules. In response to a query from the Board, the Registrar confirmed that the declaration made by incoming members of Principal Committees of Board should be made by all Principal Committee members at their next meeting and by new members thereafter.

With regard to Schedule 2 to the Chapter on Board (Standing Orders), the Registrar reminded the Board that the proposed changes had been made in response to a request from the Board that sanction clauses be drafted for inclusion in the Statutes to underpin the issue of Board confidentiality. He noted that the rule that Board members could be removed by resolution of the Board and for stated misbehaviour was already provided for in the Universities Act 1997 and thus that the proposed approach (in the Statutes) was to reference this pre-existing rule and then to characterise breach of confidentiality as a particular offence that might attract either removal from

the Board or a lesser sanction of suspension.

*Professor Cunningham left the meeting at this point.*

In response to a query from a Board member, the Registrar clarified that it would be for the Board to determine the rules and procedures for dealing with instances of breaches of confidentiality.

In the course of discussion, a number of points were made by Board members, summarised as follows:

- Breaches of confidentiality have always been a problem and the proposed changes to the Statutes would not provide a solution. It can be difficult if not impossible to identify the source of breaches.
- Concern was expressed about the use of the existing statutory provision for filling casual vacancies as the means for replacing an elected Board member should they be removed.
- It was considered that the timing of introducing sanctions so soon after recent events could be viewed negatively by the public, even though the decision had been taken by the Board in February 2024 to draft rules for consideration.
- Breaches of confidentiality have a chilling effect on free speech and impede proper discussion at Board.
- Severe breaches of confidentiality cannot be ignored and it would not be usual for Boards to not have measures in place to deal with such breaches.
- Board members should take their role seriously and remember that they have made a declaration promising to do so. It was vital for trust to be built up between Board members and this was being undermined by breaches of confidentiality.
- There had been numerous breaches of confidentiality over the past four years and the Provost as the then Chair of the Board had made several appeals to members and had warned that it would be necessary to put measures in place should breaches continue to occur.
- While some Board agenda items were clearly confidential, nonetheless it was appropriate for some items to be discussed outside the framework of Board meetings, such as the development of the strategic plan. Specific items on the agenda could be marked as confidential.
- The purpose of the sanctions would be to protect the Board.

In response, the Chairperson noted that such sanctions exist in other universities and that currently there is no provision made in Trinity's Statutes. He considered that sanctions would provide a mechanism to deal with egregious misbehaviour by Board members. During recent events, breaches of confidentiality had caused considerable personal distress to Board members.

The Provost acknowledged that it was a complicated ongoing issue and that the suggestion of delineating sensitive items as confidential would be considered. She advised that she would be happy to work with any Board member who needed to inform their constituencies about particular pertinent issues arising from Board meetings. She informed the Board that ways of communicating Board outcomes were being considered and that a Board bulletin summarising Board outcomes and highlighting upcoming issues was being rolled out to all staff from that month.

The Chairperson concluded the discussion by acknowledging the sensitivity of introducing sanctions so soon after recent events and he proposed, and the Board agreed, that the item would be brought back to a future Board meeting for further consideration. Given that he had been personally impacted by a breach, which represented a conflict of interest, he proposed, and the Board agreed that the Deputy Chairperson of the Board would chair that item. In addition, it was agreed that the Secretary to the College/Director of Governance would liaise with the Registrar to review the process of succession planning following the removal of a Board member, noting that there would need to be a robust form of replacement put in place.

The Board agreed that the discussion around the item should remain strictly confidential.

*Professor Cox left the meeting at this point.*

Consideration of the item on Schedule 1 to Chapter on Student Conduct and Capacity (Committee on Student Conduct and Capacity) was deferred to a future meeting of the Board.

**Action/Decision**

**214.01** The Board approved the proposed changes to the following Schedules in the 2010 Consolidated Statutes:

- Schedule 1 to the Chapter on Academic Staff (Grievance and disciplinary issues relating to Academic Staff)
- Schedule 1 to the Introduction Chapter (Declarations)
- Schedule 2 to the Introduction Chapter (Electorate and Register).

**214.02** The Board agreed that the item Schedule 2 to the Chapter on Board (Standing Orders) would come back to a future meeting of Board for further consideration and that the item would be chaired by the Deputy Chairperson of the Board.

**214.03** The Secretary to the College/Director of Governance will liaise with the Registrar to review the process of succession planning following the removal of a Board member.

**214.04** The Board noted that Schedule 1 to Chapter on Student Conduct and Capacity (Committee on Student Conduct and Capacity) would come back to a future meeting of Board, following consultation with the Students' Union.

*The item was taken at this point in the meeting.*

**BD/23-24/215 Any Other Urgent Business**

**(i) Conflict of Interests between Board roles**

The Chairperson raised the issue of the potential for conflicts of interest to arise when Board members (such as those involved with management or student representatives) are also protagonists in matters or disputes that require the Board to make related decisions, and that it was preferable for such decisions to be made by the Board as a whole and not by a sub-group of the Board. It was agreed that the Secretary to the College/Director of Governance would conduct a review of the practices of other Boards and would come back with recommendations of how best to deal with such situations in line with best practise.

There were no other matters of urgent business.

**Action/Decision**

**215.01** The Secretary to the College/Director of Governance will conduct a review of the practices of other Boards and will come back with recommendations of how best to deal with such situations in line with best practise.

*Professor Walsh and Mr White left the meeting at this point.*

**People and Culture Matters**

**BD/23-24/216 Report from the Chair of the People and Culture Committee**

Professor Jones, as Chair of the People and Culture Committee, provided a verbal report on the work of the People and Culture Committee to date since the last report. He advised that the main item of business that had been considered was on the Board agenda for consideration, i.e., the Report on Employment Contract Patters and Decisions which was recommended for approval by the People and Culture Committee.

Professor Jones also highlighted to the Board that many decisions that that the Committee would be making would have financial implications.

**Environment and Sustainability Matters**

**BD/23-24/217 Report from the Chair of the Environment and Sustainability Committee**

Dr Kelly, as Chair of the Environment and Sustainability Committee, provided a verbal report on the work of the Environment and Sustainability Committee to date since the last report. She informed the Board that outstanding membership was in the process of being finalised and that student members had been identified. She reported that the Committee had considered a presentation on risk by the Director of Campus Infrastructure. She advised that the Committee would be looking at the University's emissions roadmap at its next meeting and that a proposal would be brought to Board setting out the options and costings. She noted that the proposal would have financial implications. She completed her update by advising that the Committee is still looking at how it would best interact formally with the other Principal Committees of the Board.

The Vice-Provost/Chief Academic Officer expressed concern about the financial implications arising from each Principal Committee's mandated requirements, noting that the Planning Group which makes financial decisions had limited resources. The Chairperson acknowledged that this is an issue that had been raised by the Chairs of Principal Committees and that a proposal would come back to the Board as it was a critical issue.

*The Section C item was taken at this point in the meeting.*

**BD/23-24/218 Senate Business – Recommendations for the award of the degree MA (jure officii)**

The Board noted and approved the memorandum from the Registrar dated 20 May 2024.

***Other***

**BD/23-24/219 Visitors**

The Board received a verbal report from the Secretary to the College/Director of Governance on a matter that had gone before the Visitors.

*Professor Dignam left the meeting at this point.*

**SECTION A.2**

**BD/23-24/220 Employment Contract Patters and Conditions**

*Ms Antoinette Quinn, Director of Human Resources, and Ms Mary Leahy, Head of Employee Relations joined the meeting for this item.*

Ms Quinn introduced the item to the Board with reference to the documentation dated 6 March 2024 which had been circulated.

Noting that the item had already been considered in detail by the People and Culture Committee, the Chairperson opened the item to comments and questions.

In response to a number of queries raised by a Board member that related to the PhD student cohort, Ms Quinn clarified that the report pertained to salaried staff of the University and that PhD students are not employees of the University and that any work carried out by them is done so as part of their PhD studies. She also clarified that a small number of PhD students do occasionally take up casual work in the University and are paid on the Occasional/Casual payroll for this. The Provost further clarified that issues relating to PhD students were being considered by various fora under the University Council, including the Postgraduate Renewal Programme.

In response to a query from a Board member, Ms Quinn informed the Board that the quantitative data had been compiled from actual data on employment contracts available in the system and that qualitative data had been garnered from over 70 interviews conducted with a cross-section of employees of the University. She advised that comparisons had been made at national (IUA sectoral) and international levels. She informed the Board that the report has highlighted areas for improvement which they will be looking at.

The Board noted the concerns regarding the PhD student cohort and tasked the People and Culture

Committee to consider what steps could be taken with regard to the issues that had been raised. It was agreed that the Chair of the People and Culture Committee would liaise with the Registrar regarding identifying a postgraduate member for the Committee.

The Board noted and approved the Report on Employment Contract Patterns and Conditions for staff.

**Action/Decision**

**220.01** The Board noted and approved the Report on Employment Contract Patterns and Conditions for staff from the Director of Human Resources and the Registrar dated 6 March 2024.

*Ms Quinn, Ms Leahy and Professor Arnedillo-Sánchez left the meeting at this point.*

**BD/23-24/221 Human Resources Policies**

**(i) Revised Maternity Leave Policy**

The Board noted and approved the documentation from the Director of Human Resources dated 20 March 2024.

**(ii) Revised Maternity Leave Policy**

The Board noted and approved the documentation from the Director of Human Resources dated 9 May 2024.

**(iii) New Domestic Violence Leave Policy**

The Board noted and approved the documentation from the Director of Human Resources dated 9 May 2024.

**(iv) New Medical Care Leave Policy**

The Board noted and approved the documentation from the Director of Human Resources dated 9 May 2024.

**(v) Revised Vetting/Foreign Policy Certification Policy for Staff**

The Board noted and approved the documentation from the Director of Human Resources dated 10 April 2024.

**(vi) Revised Parental Leave Policy**

The Board noted and approved the documentation from the Director of Human Resources dated 20 March 2024.

**(vii) Revised Parents Leave Policy**

The Board noted and approved the documentation from the Director of Human Resources dated 20 March 2024.

*Professor Denny and Dr Olmstead left the meeting at this point.*

**BD/23-24/222 Revised Policy Management Framework**

The Board noted and approved the memorandum from the Secretary to the College/Director of Governance dated 10 May 2024.

**BD/23-24/223 Revised Ethics Policy**

The Board noted and approved the memorandum from the Secretary to the College/Director of Governance and the Project Manager, Secretary's Office, dated 14 May 2024.

**BD/23-24/224 Revised Occupational Health and Safety Policy**

The Board noted and approved the document from the Head of Safety dated 14 May 2024.

**SECTION B**

**BD/23-24/225 Board Business**

**(i) Callover**

The Board noted the callover updated to 27 March 2024.

**BD/23-24/226 University Council**

The Board noted and approved the following:

- (i) Actum CL/23-24/139 from the meeting of 13 March 2024
- (ii) Acta of the meeting of 4 April 2024
- (iii) Acta of the meeting of 10 April 2024
- (iv) Draft Acta of the meeting of 8 May 2024.

In response to a query from a Board member, the Secretary to the College/Director of Governance undertook to check a figure relating to examination scripts in the memorandum from the Senior Lecturer/Dean of Undergraduate Studies dated 2 April 2024.

It was agreed that the Secretary to the College/Director of Governance, Vice-Provost/Chief Academic Officer and Registrar would clarify to the Board the governance relationship between the Board and University Council.

**226.1** The Secretary to the College/Director of Governance is to check a figure relating to examination scripts in the memorandum from the Senior Lecturer/Dean of Undergraduate Studies dated 2 April 2024.

**226.2** The Secretary to the College/Director of Governance, Vice-Provost/Chief Academic Officer and Registrar are to clarify to the Board the governance relationship between the Board and University Council.

**BD/23-24/227 People and Culture Committee**

The Board noted and approved the minutes of the meeting of 22 February 2024.

**BD/23-24/228 Quality Committee**

The Board noted and approved the draft minutes of the meeting of 18 April 2024.

**BD/23-24/229 Risk and Compliance Committee**

The Board noted and approved the draft minutes of the meeting of 9 May 2024.

**SECTION C**

**BD/23-24/230 Board Elections Timeline**

The Board noted and approved the memorandum from the Secretary to the College/Director of Governance dated 14 May 2024.

**BD/23-24/231 Board Elections 2024**

The Board noted that the following had been elected to Board:

- (i) **Fellows' Constituency**  
Professor Ahuvia Kahane (2024/25 – 2027/28, first term)
- (ii) **Academic (Non-Fellow) Constituency**  
Professor John Mark Walsh (2024/25 – 2027/28, second term)
- (iii) **Professional, Technical, Administrative and Support Staff Constituency**  
Ms Deirdre Caden (2024/25 – 2027/28, second term)  
Ms Rachel Mathews-McKay (2024/25 – 2027/28, second term).

**BD/23-24/232 Heads of School**

The Board noted and approved the following nominations:

- (i) Professor Ann Devitt as Head of School of Education from 3 June 2024 to the end of Trinity Term 2027
- (ii) Professor Omar Garcia as Head of School of Languages, Literatures and Cultural Studies for a second term from 3 June 2024 to the end of Trinity Term 2028
- (iii) Professor Mary McCarron as Acting Head of School of Nursing and Midwifery, from 10 May 2024 for a period of no longer than one year, to facilitate the appointment of the next Head of School.

**BD/23-24/233 Faculty Deans**

The Board noted and approved the following nominations:

- (i) Professor Carmel O'Sullivan as Dean of the Faculty of Arts, Humanities and Social Sciences from 3 June 2024 to the end of Trinity Term 2029
- (ii) Professor Sylvia Draper as Dean of the Faculty of Science, Technology, Engineering and Mathematics for a second term from 3 June 2024 to the end of Trinity Term 2027.

**BD/23-24/234 Prizes and Other Awards**

- (i) **Claude and Vincenette Pichois Research Award**  
The Board noted and approved the memorandum from the School of Languages, Literatures and Cultural Studies dated 8 May 2024.
- (ii) **Dr Eithne Walls Memorial Scholarship**  
The Board noted and approved the memorandum from the School of Medicine date 15 April 2024
- (iii) **The John Harington Award for Poetry Translation (formerly, Dante Alighieri Prize)**  
The Board noted and approved the memorandum from the of Languages, Literatures and Cultural Studies dated 21 March 2024.

**BD/23-24/235 Higher Degrees**

The Board noted the Higher Degrees, approved by Council on the following dates:

- (i) 10 April 2024
- (ii) 8 May 2024.

**BD/23-24/236 Related Entity Financial Reporting**

The Board noted the memorandum from the Chief Financial Officer dated 10 May 2024.

**BD/23-24/237 Pro-Chancellors**

The Board noted that the following have be elected as Pro-Chancellors of the University of Dublin:

- (i) Juergen Barkhoff, Staatsexamen (Hamburg), MA (Dubl.), Dr.Phil. (Hamburg), FTCD (commencing 26 August 2024)
- (ii) Rachel Hussey, LLB (Dubl.), LLM (Harv.), BL (Kings Inn) (filling current vacancy).

**BD/23-24/238 Sealings**

The Board noted the Sealings (attached as Appendix 1 to this minute).

**This information is restricted due to commercial sensitivity.**

**BD/23-24/239 John Mallet Purser Memorial Lecture 2024**

The Board noted and approved the recommendation from the Head of Discipline of Physiology that Professor David Attwell FRS, University College London, should present the John Mallet Purser Memorial Lecture in 2024.

**BD/23-24/240 Library Loan Requests**

- (i) **Loan request for items relating to Mildred Anne Butler from the National Gallery of Ireland**  
The Board noted and approved the memorandum from the Librarian and College Archivist dated 8 May 2024.

(ii) **Loan request for items from Oscar Wilde Collection from the Old Library at Magdalen College, University of Oxford**

The Board noted and approved the memorandum from the Librarian and College Archivist dated 8 May 2024.

**BD/23-24/241 Company Directorships**

The Board noted and approved the memorandum from the Secretary to the College/Director of Governance dated 13 May 2024.

**BD/23-24/242 St James's Hospital Board Nomination**

*Professor Sheils left the meeting for this item.*

The Board noted and approved the nomination of Professor Orla Sheils as the College representative to replace Professor Charles Normand effective from 1 September 2024.

**BD/23-24/243 Trinity College Dublin Annual Report 2022/23**

The Board noted and approved the report.

**BD/23-24/244 Trinity Ball 2025**

The Board noted and approved the memorandum from the Secretary to the College/Director of Governance dated 15 May 2024.

**BD/23-24/245 Royal Irish Academic of Music Human Resources Policies**

The Board noted the memorandum from the Quality Officer dated 9 May 2024.

**BD/23-24/246 Renaming Discipline of Germanic Studies to German (see Actum CL/23-24/170 of 10 April 2024)**

The Board noted and approved the memorandum from the Dean of Arts, Humanities and Social Sciences and the Head of School of Languages, Literatures and Cultural Studies to Council dated 22 March 2024.

**SECTION D**

**In compliance with the Data Protection Acts this information is restricted.**

Signed: .....

Date: .....