

The University of Dublin

Trinity College

Minutes of a Special Meeting of the Audit Committee, Friday 20 June 2003

Present Mr David Kingston (Chairman), Dr M J Carroll, Dr S Allwright, Professor J McGilp

(ex officio) Internal Auditor, Assistant Secretary

In attendance: Provost, Bursar, College Secretary

2003/17 Report to the Board on College Governance The Chairman invited the Committee's attention to the outcome of a meeting to which he had been invited with the Provost and the College Secretary to discuss the Executive Officers' response to the Audit Committee's report on College Governance which had been presented to the Board at its meeting on 18 December 2002. The Chairman advised the Committee that, while the Executive Officers had welcomed many of the Audit Committee's proposals in relation to College governance, there were differences of approach in relation to the role and function of Principal Committees which required further elaboration to, and discussion by, the Audit Committee.

The Provost, Bursar and the College Secretary then joined the meeting and were welcomed by the Chairman.

The Provost invited the Committee's attention to a memorandum which had been drafted by the College Secretary following the meeting with the Chairman which had been circulated, dated 18 June 2003, outlining the Executive Officers' proposals in relation to the role and function and chairing of Principal Committees. The Provost also invited the Committee's attention to the very valuable role which Annual Officers, many of whom are members of the Executive Officers Group, play in the management of the College advising that the Executive Officers favour a government-style model for the governance of the College in preference to the model proposed by the Audit Committee.

In discussing the approach proposed by the Executive Officers, the Committee noted that the concerns of elected Board members in relation to clarity of decision-making and accountability did not appear to be addressed and that Principal Committees would continue to have both policy-making and implementation roles. Members of the Committee expressed concern that the increased role for the Executive Officers under the proposed arrangements were not accompanied by sufficient checks and balances and that the role of elected Board members in formulating policy could be reduced to one of endorsement rather than formulation.

The Bursar invited the Committee's attention to the Executive Officers' concerns that changing the role of Principal Committees to one of oversight on behalf of Board could introduce another tier of decision-making into a system which is already cumbersome and slow. The Committee also noted the potential risks to College of introducing a radically different governance model in time of financial crisis. The Bursar also invited the Committee's attention to the role which the College's administrators play in implementing the Board's decisions and to the checks and balances which apply in this regard.

Following a long and detailed discussion, the meeting agreed that, while the two sets of proposals in relation to College governance might differ in approach, they were both attempting to address the same objectives and that the matters could be progressed by further detailed discussion.

The meeting agreed, therefore, that a proposal would be presented to Board to establish a working group, comprising two representatives of the Audit Committee, two non-Executive members of Board and two members of the Executive Officers Group, chaired by the Chairman of the Audit Committee, to develop

proposals for presentation to Board in due course on the future governance of the College building on the work already undertaken by the Audit Committee and Executive Officers in this regard.

The Chairman thanked the Provost, the Bursar and the College Secretary for attending the meeting.

Signed:

Date: