



Incorporating any amendments approved at subsequent Board meetings

Minutes of Board Meeting of 15 June 2016

<i>Present</i>	Provost (Dr P J Prendergast), Vice-Provost/Chief Academic Officer (Professor L Hogan), Senior Lecturer/Dean of Undergraduate Studies (Professor G S Martin), Registrar (Professor S P A Allwright), Bursar (Professor V Campbell), Dr O Braiden, Mr C Clancy, Mr F Cowzer, Ms K Crowther, Professor R Gilligan, Professor B M Lucey, Professor C McCabe, Professor J F McGilp, Professor M Ó Siochrú, Professor D R Phelan, Professor A Seery.
<i>Apologies</i>	Professor W J Dowling, Professor S M Draper, Professor E Drew, Ms S Dunphy, Mr D Frost, Mr G J Garrahan, Ms M Kenny, Mr T Keohane, Professor C O'Farrelly, Professor D O'Neill, Ms L Ruane.
<i>In attendance</i>	Assistant Secretary to the College (Acting) (Ms S Kavanagh).
<i>(ex officio)</i>	Secretary to the College (Mr John Coman), Treasurer/Chief Financial Officer (Mr I Mathews).
<i>(by invitation)</i>	Chief Operating Officer (Ms G Ruane), Vice-President for Global Relations (Professor J Hussey).

SECTION A

BD/15-16/302	Statement of Interest Professors Campbell, Hussey, Martin and Seery made statements in relation to a potential conflict of interest in relation to the agenda item on Annual Officers 2016, as their names would be included in the nominations. The Secretary to the College advised the Board that he had discussed the matter with those members, and recommended that they should leave the meeting for this item. This recommendation was accepted by the Board.
BD/15-16/303	Minutes - Meeting of 25 May 2016 The minutes of the Board meeting of 25 May 2016 were approved, subject to the following amendments: BD/15-16/278 GeneSIS G1 The Board noted the Project GeneSIS Observations Report, dated 8 February 2016, as presented by the Independent Project Monitor, Mr Marcel McCann, on the basis that Recommendation 4 of the Report be emphasised i.e. "before approving Genesis G2, it would be prudent to undertake an external review of lessons learned from this phase". BD/15-16/290 Finance Committee The Treasurer/Chief Financial Officer drew the Board's attention to minute FN/15-16/125, and requested Board's approval for amendments to 2016-17 Residential Charges. Board approved the proposed amendments to 2016-17 Residential Charges. The Board noted the dissent of Mr Conor Clancy to the proposal.
BD/15-16/304	Matters Arising from the Minutes BD/15-16/279 Junior Academic Staff Progressions for 2016

In response to a comment from a Board member, the Vice-Provost/Chief Academic Officer confirmed that a revised memorandum, which addresses the retention of the merit bar step, will be presented at the Board at the meeting of 22 June 2016.

BD/15-16/305 Provost's Report

The Provost will provide an update to the Board on the 2015-16 Workplan at the meeting of 22 June 2016.

BD/15-16/306 Foundation Scholarship 2016 – Additional Scholarship Award

The Board noted and approved the memorandum, dated 8 June 2016, from the Senior Lecturer/Dean of Undergraduate Studies, and the award of an additional non-Foundation Scholarship Award for 2015-16.

In response to a comment from a Board member, the Senior Lecturer/Dean of Undergraduate Studies informed the Board that the relevant Head of School had confirmed that the recommended procedure for the correcting of scripts is in place. In addition, the Senior Lecturer/Dean of Undergraduate Studies informed the Board that she has asked the Head of School to ensure that all scripts of students achieving a minimum 2.1 grade are rechecked.

BD/15-16/307 Minor Changes to the 2010 Consolidated Statutes of Trinity College Dublin and the University of Dublin including updates to 3 March 2016

The Board noted and approved the memorandum, dated 1 June 2016, from the Registrar:

- Correcting, by Decree, the typographical errors in the Chapters as set out in the memorandum and inviting the Visitors to approve the Decree, and
- Approving the typographical corrections in the Schedules as set out in the memorandum.

BD/15-16/308 Honorary Degree Nomination

The Board noted and approved the memorandum, dated 15 June 2016, from the Registrar, and the nomination for Honorary Degree, which was tabled. The Registrar informed the Board that the nomination would subsequently be presented to the Senate for approval.

SECTION B

BD/15-16/309 Board Business

(i) Callover

The Board noted the Board Callover from the meeting of 25 May 2016.

(ii) Outcomes

The Board noted the Board Outcomes from the meeting of 22 May 2016.

BD/15-16/310 Equality Committee

The Board noted and approved the draft minutes of the Equality Committee meeting of 18 May 2016.

BD/15-16/311 Quality Committee

The Vice-Provost drew the Board's attention to the following items, which were discussed at the Council meeting of 8 June 2016:

- The Annual Faculty Quality Report - Engineering, Mathematics and Science;
- The Implementation Plan for the School of Chemistry;
- The first presentation of the Review of the School of Computer Science and Statistics.

The Board noted and approved the draft minutes of Quality Committee meeting of 1 June 2016.

BD/15-16/312 Library and Information Policy Committee

The Board noted and approved the draft minutes of the Library and Information Policy Committee meeting of 18 April 2016.

Incorporating any amendments approved at subsequent Board meetings

SECTION A2

BD/15-16/313 Digital Content Creation Policy and Programme

Professor Ó Siochrú, Chair of the Library and Information Policy Committee (LIPC), informed the Board that the policy, as presented, forms part of a suite of policies to implement the Library Strategy, and had been extensively reviewed and approved by the LIPC and other stakeholders.

The Board noted and approved the memorandum, dated 7 June 2016, from the Librarian and College Archivist, and the accompanying Digital Content Creation Policy and Programme.

SECTION A (resumed)

BD/15-16/314 Annual Officers

Professors Campbell, Hussey, Martin and Seery left the meeting at this point.

The Board noted and approved the nominations to Annual Office as presented in the memo from the Provost, dated 15 June 2016, which was tabled, subject to the correction of one title to Associate Dean of Undergraduate Science Education.

Professor Gilligan joined the meeting at this point.

Professors Campbell, Hussey, Martin and Seery re-joined the meeting at this point.

BD/15-16/315 Constitution and Legal Agreements to incorporate Trinity's Commercial Subsidiary

The Provost welcomed Mr Adrian Neilan, Commercial Director, Ms Sinead Mac Bride, College Solicitor, and Mr Séamus Given and Ms Anne Corrigan of Arthur Cox who joined the meeting for this item, and invited them to introduce the extensive documentation which had been circulated.

Mr Neilan informed the Board that the implementation phase of the establishment of a new company creates significant documentation, and drew the Board's attention to the following in particular:

- Combined Legal Overview from Arthur Cox, dated 7 June 2016;
- Draft Constitution of new company;
- Draft Loan Agreement;
- Draft IP Agreement, with approved Business Plan;
- Draft company Remuneration Committee terms of reference;
- Procurement Advices from Arthur Cox, dated 8 June 2016;
- The proposed change in name of the company to Trinity Brand Commercial Services Limited (TBCSL), which had been selected and reserved pending Board approval.

Ms Mac Bride informed the Board that she had reviewed the relevant documentation and was satisfied that the proposed company structure was the best option to achieve the commercial aims of the subsidiary. Ms Mac Bride informed the Board that, as the Secretary's Office would monitor the governance of the legal entity, including any Intellectual Property (IP) aspects, she would therefore recommend the establishment of TBCSL to the Board as presented.

Mr Given, of Arthur Cox, informed the Board that the proposed company structure protected the University to the greatest degree possible while allowing the subsidiary to operate successfully in the commercial arena, and recommended the Board approve the establishment of TBCSL as presented.

Ms Corrigan, speaking as a tax expert from Arthur Cox, informed the Board that she had reviewed the proposal for the establishment of a company limited by shares in terms of the overall University charitable status, as a tax efficient entity and on the experience of the

Incorporating any amendments approved at subsequent Board meetings

Revenue Commissioners from previous similar cases, and would recommend the establishment of TBCSL to the Board as presented.

In response to comments from Board members, the following were noted:

- Zero-hour contacts are specifically prohibited by the Terms of Reference of the Remuneration Committee;
- Investing in marketing and commercial finance professionals will ensure that high-quality staff, with skill-sets not necessarily available within the University, are recruited and retained by the subsidiary;
- the Trinity Treasurer/Chief Financial Officer would be a permanent ex officio member of the company's Remuneration Committee, even though other members of the Committee would serve for no more than six years;
- The new subsidiary would be able to avail of the flexibility associated with the Trinity group VAT structure;
- Expenses would be in line with University policy;
- Staff remuneration would be capped in line with relevant University pay-scales;
- The pensions scheme would be a separate scheme from the Trinity pension schemes;
- The Risk Register will continue to be developed further as the implementation phase progresses;
- The draft Terms of Reference of the Remuneration Committee could be amended to clarify that the company would be bound by Trinity remuneration structures and arrangements;
- The company could make a donation of profits to Trinity, which was a charitable entity;
- The governance structure diagram will be updated to ensure responsibilities are explicit and clear;
- Any charging out between Trinity and the company for IP or services would be calculated on the basis of market rates.

In response to a query from a Board member, Ms Corrigan apologised for not providing written tax advice but confirmed that the advice as verbally stated was in line with best practise and the Companies Act 2014, takes into account the charitable status of the University and the commercial function of the subsidiary, and is consistent with previous arrangements, under similar circumstances, agreed by the Revenue Commissioners. Ms Corrigan confirmed that any royalties would be calculated using an OECD approved accounting method. Ms Corrigan reassured the Board that the verbal update, as presented, would be replicated in the written advice. The Treasurer/Chief Financial Officer informed the Board that the advice, as provided by Arthur Cox, accounted for precedent established by the Revenue Commissioners and was not considered aggressive.

In response to a query from the Provost, the Secretary to the College confirmed to the Board that that the company, along with all subsidiaries, would be within the remit of the Trinity Internal Auditor.

The Board approved the name of the subsidiary company as Trinity Brand Commercial Services Limited (TBCSL).

The Board noted and approved the recommendations of the memorandum, dated 8 June 2016, from Mr Adrian Neilan, Commercial Director, and the accompanying documentation. The Board approved the establishment of the commercial subsidiary company, TBCSL, allowing the company to be formally incorporated, subject to the external legal advisors providing a written assessment of the tax liabilities, which will be reviewed by the Provost and the Treasurer/Chief Financial Officer. The Provost will provide an update on the written advices to the Board at the meeting of 22 June 2016 under Matters Arising.

In the absence of the written tax advice, Professor Phelan asked for his dissent to be recorded.

Mr Neilan, Ms Mac Bride, Mr Given and Ms Corrigan left the meeting at this point.

Incorporating any amendments approved at subsequent Board meetings

BD/15-16/316 Dean of Research Annual Report 2015

The Provost welcomed Professor John Boland, Dean of Research, who joined the meeting for this item. The Provost informed the Board that, although this report does not require the Board's approval, it is presented to ensure oversight for the Board members.

The Dean of Research informed the Board that the aim of the publication is to contextualise research for non-College staff and non-technical experts, and that the format and presentation will be refined with subsequent iterations of the publication. The Dean of Research, with the Heads of School, expects to identify three well-crafted, high quality research 'stories' with a range of outputs for the next issue, and will work closely with Schools to meet the December 2016 deadline for the next edition of the report.

The following responses from the Dean of Research to comments from Board members were noted:

- audio-visual means of communicating the Trinity research message continue to be further explored;
- 2016 saw a significant rise in research outputs, as evidence by the report findings;
- the format of future reports will conform to the requirements of the Accessible Information Policy;
- including comparison data for previous years' performance, including Principal Investigator analytics, would be included in future editions, where practical;
- the ERC data and associated pie-chart included in the report would be revisited;
- the report would be printed and made available to Schools, the Global Relations Office and other stakeholders, as required;
- the intended audience for the report would be external to College, as the report aims to reflect and conceptualise research beyond current peer groups;
- the layout and format of the report is deliberately kept informal, with authors and output details woven through the story instead of being explicitly stated.

Several Board members joined the Provost in congratulating the Dean of Research on the high standard of the report.

The Board noted the document, dated 8 June 2016, from the Dean of Research, and the accompanying Trinity Research 2015 report.

Professor Boland left the meeting at this point.

BD/15-16/317 Trinity College Dublin Policy on University Sponsorship of Clinical Trials

The Provost welcomed Professor Michael Gill, University and Clinical Research Facility staff member, who joined the meeting for this item.

Professor Phelan left the meeting at this point.

Professor Gill informed the Board that the University has a strong interest in ensuring it can serve as a clinical trial Sponsor, to enable:

- Research to be conducted to the highest international standards;
- Investigators to pursue Irish and EU funding sources, including National Institute of Health (NIH) and Science Foundation Ireland (SFI);
- Clinicians to undertake trials that might not be undertaken by commercial companies;
- Allow the University to attract and retain world class academics and clinicians scientists; and
- To raise the University's profile as centre of excellence;
- Directly supports goal 6 of the Strategic Plan 2015-19.

Professor Gill informed the Board that the global clinical trials market is worth over €100bn per annum, and that other universities in Ireland, the UK and elsewhere have robust policies and

Incorporating any amendments approved at subsequent Board meetings

partnerships already in place. As a large provider of Health Science education and research, Trinity is a strong driver in clinical care, and this policy will provide a robust means of engaging in clinical trials with hospitals and funding agencies.

Professor Gill informed the Board that the policy has been drafted to conform to the highest standards of transparency and governance, and will enable investigators to apply to lead international trials. If adopted, the ability to sponsor clinical trials will be important in attracting the best possible clinician scientists to the University and will support the aims of Trinity Biosciences Institute (TBSI), Trinity College Institute of Neuroscience (TCIN) and the new Trinity Translational Medical Institute (TTMI). Professor Gill informed the Board that the cost of implementing the policy is modest, with the Dean of Health Sciences providing funding for a part-time, 2-year Clinical Research Associate Officer (CRAO) post.

The Vice-Provost/Chief Academic Office confirmed to the Board that the policy has been extensively discussed in several fora, and is supported by the three Faculty Deans.

The Board noted and approved the memorandum, dated 8 June 2016, from Professor Michael Gill, and the accompanying Trinity College Dublin Policy on University Sponsorship of Clinical Trials.

Professor Gill thanked the Secretary's Office and, in addition, the staff of University College Cork for their help and advice in drafting the policy, and informed the Board that extensive operational work to implement the policy will now take place.

Professor Gill left the meeting at this point.

- BD/15-16/319 Any Other Urgent Business**
There were no items of any other urgent business.

SECTION C

- BD/15-16/320 Deanship of Health Sciences (2016-2019)**
The Board noted that Professor Mary McCarron has been re-elected to the Deanship of the Faculty of Health Sciences for a three-year term with effect from 4 July 2016 to the last day of Trinity Term 2019.
- BD/15-16/321 Prizes and Awards: A.J. Leventhal Scholarship**
The Board noted and approved the memorandum from the Dean of Arts, Humanities and Social Sciences, circulated, dated 24 May 2016.
- BD/15-16/322 Tutorship Nominations**
The Board noted and approved the memorandum from the Senior Tutor, circulated, dated 31 May 2016.
- BD/15-16/323 Higher Degrees**
The Board noted Higher Degrees, circulated, approved by the sub-committee of Board and Council on 8 June 2016.
- BD/15-16/324 Intermissions of Foundation and Non-Foundation Scholarship**
- (i) Undergraduate**
The Board noted a memorandum from the Senior Lecturer/Dean of Undergraduate Studies, circulated, dated 3 June 2016.
 - (ii) Postgraduate**
The Board noted a memorandum from the Dean of Graduate Studies, circulated, dated 3 June 2016.

BD/15-16/325 Committee Membership - Finance Committee – External Member

The Board noted and approved the nomination of Ms Caroline Curtis as an external member of the Finance Committee for a second term from 2016/17 to 2018/19.

SECTION D

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