



Trinity College Dublin

Coláiste na Tríonóide, Baile Átha Cliath

The University of Dublin

Minutes of Board Meeting 11 September 2019

- Present* Provost (Dr P J Prendergast), Vice-Provost/Chief Academic Officer (Professor J Barkhoff), Senior Lecturer/Dean of Undergraduate Studies (Professor K Mitchell), Bursar/Director of Strategic Innovation (Professor V Campbell), Registrar (Professor P Murphy), Professor D Ahern, Professor S Alyn Stacey, Ms L Beston, Professor L Brennan, Professor A Burke, Ms S Farrell, Dr D Fayne, Mr D Grouse, Mr J Keogh, Ms A Leen, Ms N McCay, Professor K McTiernan, Professor R Moss, Professor B O'Connell, Professor E O'Halpin, Ms S Oye, Professor D R Phelan, Professor A Seery.
- Apologies* Ms J Donoghue, Professor S M Draper, Professor F Sheerin, Vice-President for Global Relations (Professor J Hussey).
- In attendance* Assistant Secretary to the College (Ms V Butler).
- (ex officio)* Secretary to the College (Mr J Coman), Interim Treasurer/Chief Financial Officer (Mr P Reynolds).
- (by invitation)* Chief Operating Officer (Ms G Ruane).

SECTION A

BD/19-20/001 Statement of Interest

The Secretary to the College advised that no statements of potential conflict of interest had been received.

BD/19-20/002 Statutory Declarations

The Provost welcomed the Vice-Provost/Chief Academic Officer, Professor Jürgen Barkhoff and the new student members to their first meeting of the Board.

At the invitation of the Provost the new members of the Board made the Statutory Declarations as required by the 2010 Consolidated Statutes. The student members of the Board also introduced themselves to the Board.

BD/19-20/003 Minutes

The draft minutes of the joint meeting of Board and Council of 19 June 2019 were approved and signed. The Board also approved the draft Board minutes from 19 June 2019 which were also signed.

BD/19-20/004 Matters Arising

(i) BD/18-19/291 Old Library Redevelopment Project

In response to comments from a Board member, it was noted that further clarity in respect of the scale of any refurbishment works should be provided in advance of the works commencing.

(ii) BD/18-19/287 Trinity St James's Cancer Institute

The Bursar/Director of Strategic Innovation, responding to comments from a Board member, advised that there are ongoing discussions with several third parties in respect of potential collaborations which may underpin this strategic initiative. She also advised that a full update would be provided to the Board in December 2019.

(iii) Circulation of Board Documents

In response to comments from a Board member, the Secretary to the College advised the Board that every effort is made to ensure that Board papers are circulated one week in advance of a meeting. He noted that delays can be experienced due to delays in receiving some documents and that an email has

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been issued to the relevant offices to remind all parties of the importance of trying to adhere to the stated deadlines.

BD/19-20/005 Provost's Report

The Provost provided a report to the Board under the following headings:

- **Strategic Plan**

The Provost advised that further work had been conducted over the summer months in respect of developing a solid financial plan to underpin the new Strategic Plan 2019- 2024 and it is envisaged that this financial plan will be presented to the Board in Michaelmas Term. In addition, the Provost acknowledged the importance of affording the new Vice-Provost/Chief Academic Officer and the new Faculty Deans an opportunity to input in to the drafting of the Plan.

- **Funding**

The Provost informed Board members that a meeting of the Campaign Cabinet had recently been held where there was continued support for the Philanthropic Campaign and the strategic projects contained within it.

The Provost expressed his concerns in respect of the level of funding for the Higher Education Sector, and in particular the deterioration in the staff: student ratio. He noted that there was an apparent lack of state funding at a national level for investigator-led research in Physical Sciences and that there had been an observed reduction in the number of European Research Commission (ERC) grants being awarded to Irish researchers.

In response to comments from Board members, the significant research funding challenge facing the university was acknowledged and it was agreed that strategic action should be taken going forward to try to address this issue.

Responding to comments from a Board member in respect of the potential closure of the Old Library to facilitate large scale refurbishment works, the Chief Operating Officer agreed to liaise with Human Resources to ensure that all relevant staff are consulted with and that any potential concerns are allayed.

BD/19-20/006 Printing House Square

The Dean of Students, Professor Kevin O'Kelly; the Deputy Head of Capital Projects, Mr Greg Power; and Ms Denise Kennedy, Independent Monitor attended for this item.

Professor O'Kelly invited the Board's attention to his presentation, dated September 2019, which had been circulated. He provided the Board with a high-level summary of the progress of the project to date. He noted that while the quality of the work is good and the project is within budget, a significant delay to the programme has been experienced. Professor O'Kelly summarised some of the main issues facing the project which included recent industrial relations matters, limited availability of resources causing delays to the programme and the associated costs arising from such a delay.

Professor O'Kelly advised the Board that the Financial Services Division team were reviewing the financial model underpinning the project to quantify the actual losses arising due to the delay. He also advised that the Accommodation Office is fully engaged and is exploring strategies for maximising occupancy for Semester 2. It was noted that the introduction of two new Sectoral Employment Orders (SEOs) would also impact on the costs associated with the project however, it is envisaged that the project will remain within budget.

Ms Kennedy provided the Board with a summary of her report as contained in her memorandum, dated 4 September 2019, which had been circulated. In particular, she advised the Board in respect of the project's budget, programme, quality, health and safety and team performance. She concluded by informing the Board that while the project remains on budget, quality must be monitored closely as the contractor attempts to recover the programme, which has been significantly impacted by market conditions.

In response to queries from a Board member, Professor O'Kelly clarified that the Contractor is obliged

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to make the payments associated with the Sectoral Employment Orders and Mr Power advised the Board that project budgets for other strategic construction projects had been recalibrated to allow for additional costs arising from disputes when the College rejected claims from the Contractor under the SEO.

Responding to queries from Board members, Professor O’Kelly informed the Board that a resolution mechanism for all claims had been agreed with the contractor and that each claim was being carefully considered and monitored. Mr Power also noted that there are some potential supply chain issues facing the project due to the high level of resource demands currently being experienced across the construction industry.

The Provost thanked Professor O’Kelly, Mr Power and Ms Kennedy noting that a further update on the project would be provided in the new year.

Action/Decision

006.01 The Board received the update on the Printing House Square Project.

Professor O’Kelly, Mr Power and Ms Kennedy left the meeting at this point.

BD/19-20/007 Trinity Technology and Enterprise Campus (TTEC)

Chief Innovation and Enterprise Officer, Dr Diarmuid O’Brien attended for this item.

The Provost welcomed Dr O’Brien to the meeting and invited him to provide the Board with the first quarterly report on the TTEC project. Dr O’Brien provided the Board with a summary of the main items as contained in the memorandum from himself and the Chief Operating Officer, dated 2 September 2019, which had been circulated. He advised the Board that a Project Director had been appointed and that an academic representative and an external advisor had also been appointed. It was noted that the first meeting of the TTEC Steering Committee had taken place and that each of the six workstreams had also met. Dr O’Brien informed Board members that an inter-university workshop had also taken place which included the presidents of the Dublin universities to look at research collaboration opportunities linked to the Grand Canal Innovation District plan.

Dr O’Brien advised the Board that there has been good progress in the implementation of the TTEC pre-development project and that the governance structure is now established and working well. He noted that all work streams are on schedule to deliver as outlined in the original Board approved business case and that a revised business case is to be brought to a future meeting of the Board for approval.

In response to a query from the Provost, the Chief Operating Officer advised that the work of the Steering Committee was progressing well with regular monthly meetings of the committee envisaged and that there is to be a joint meeting of all of the workstreams later in the week.

Dr O’Brien left the meeting at this point.

The Provost summarised the decisions on the project as had been approved to date and noted the financial significance of the project. In respect of the long-term nature and scale of the project, the Provost noted that it is prudent to incrementally develop the site and that the Steering Committee will closely monitor progress with the project.

Action/Decision

007.01 The Board received a Memorandum from the Chief Operating Officer and the Chief Innovation and Enterprise Officer dated 2 September 2019.

007.02 It was agreed that future reports would contain detailed financial information for Board members.

BD/19-20/008 Brexit Risk Working Group

The Chief Risk Officer, Ms Julia Carmichael attended for this item.

The Chief Risk Officer invited the Board’s attention to her presentation, dated 11 September 2019,

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which had been circulated. She provided Board members with a summary of the most recent developments in relation to Brexit and summarised the effects a 'no-deal' Brexit may have on the University. Noting the key Brexit risks for Trinity, which include difficulties in the sharing of data, visa requirements and disruption to trade arrangements, Ms Carmichael outlined some of the main mitigating factors being used to minimise these risks. She advised the Board that the Procurement Office was actively engaging with members of the College community and collating information in respect of UK suppliers and exploring possible available alternatives.

Following comments from Board members, the Chief Risk Officer advised that a series of Brexit Clinics are to be scheduled for the coming weeks and the advice that will be available for staff members at these clinics was welcomed.

The Provost, referencing the diverse range of nationalities represented by Trinity staff and students, noted the magnitude of issues that may arise for Trinity in the coming months and expressed concern that the University may be disproportionately affected when compared to other Irish universities.

In response to a query from a Board member in respect of student recruitment, Ms Carmichael agreed to liaise with the Academic Registry and is to forward information in relation to student application and enrolment figures to a future meeting of the Board.

Responding to comments from a Board member, the opportunities arising from Brexit, particularly those in respect of staff recruitment, were acknowledged.

In response to comments from a Board member, it was agreed that the Senior Lecturer/Dean of Undergraduate Studies is to liaise with Admissions and the Chief Risk Officer to prepare a communication that can be issued in respect of applicants to the University from people in Great Britain and Northern Ireland.

Action/Decision

008.01 The Board received the update from the Chief Risk Officer.

008.02 Ms Carmichael is to liaise with the Academic Registry and to forward information in relation to student application and enrolment figures to a future meeting of the Board.

008.03 The Senior Lecturer/Dean of Undergraduate Studies is to liaise with Admissions and the Chief Risk Officer to prepare a communication that can be issued in respect of applicants to the University from people in Great Britain and Northern Ireland.

Ms Carmichael left the meeting at this point.

Professor O'Halpin also left the meeting at this point.

BD/19-20/009 Board Review Group and Proposed Amendments to Higher Education Legislation

The Provost informed Board members that further to the membership of the Board Review Working Group as previously approved by the Board on 27 June 2018, which included two external members, one of whom to be Chair, he was pleased to advise that Mr Dermot McCarthy, one of the current external members of the Board Audit Committee and former Secretary-General to the Government and Secretary-General of the Department of An Taoiseach, had agreed to act as Chair and that Mr Fergal Naughton had also agreed to join the Group.

The Secretary to the College invited the Board's attention to his memorandum, dated 4 September 2019, which had been circulated and provided the Board with an update on a recent consultation process undertaken by the Government in relation to possible changes to the legislation in relation to the Higher Education Authority as set out in the Higher Education Act, 1971 and in relation to the governance of the universities as set out in the Universities Act, 1997. He advised the Board that on foot of that process the Minister of State for Higher Education published proposals on 24 July 2019 to amend those Acts.

The Secretary to the College advised the Board that the proposals have the potential to make substantial changes to the remit of the Higher Education Authority, to be renamed the Higher

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Education Commission, in areas such as State funding and funding penalties and conditions. In addition, he advised that the proposals also seek to amend sections of the Universities Act, 1997 including the reduction in size and change in composition of the governing authorities of universities (the Board in the case of Trinity), the separation of the role of the Chair and the revoking of sections which provide for the appointment of a Visitor on the grounds that the HEC would have the power to instigate a review of a university under the new Act and so the Visitor provision for that purpose would no longer be required.

The Secretary to the College informed the Board of the process previously followed by the University, whereby it proposed and successfully had enacted a Private Act for Trinity when the governance of the university was revised and restated by an Act of the Oireachtas in 2000 and it was noted that a Private Bill may now be required in respect of the new proposals.

In response to queries from a Board member, it was noted that it had been previously agreed that the Chair of the Fellows is to be a member of the Working Group. The Provost advised that it is hoped that the University will be successful again in introducing a new Private Bill and that meetings with Government officials would be required. He noted that a contributing factor to Trinity's ongoing success was due to the collegial nature of its governance and that collegiality should be maintained as a principle in the future. The Provost also expressed his concerns in respect of some aspects of the proposals including the appointment of an Observer for the universities and the potential for ceasing the Visitor process which has proven to be very beneficial to Trinity in resolving internal disputes and providing oversight on decisions made.

In response to comments from Board members in respect of the proposed composition of the Governing Authorities of the universities being made up of primarily of external members, the significant resulting change for the Trinity Board was acknowledged. The Secretary to the College clarified that if the proposals are implemented, two of the fifteen members would be appointed by the Government and the remaining members appointed by a nominating committee based on a competency framework. He also advised that the proposals envisage a maximum of seven internal members.

In response to comments from a Board member, it was noted that consideration could be given by the Working Group to reviewing the arrangement between the University and the State.

It was noted that this is a very serious matter for the University which could compromise Trinity's autonomy. It was also noted that a move to introducing Governing Authorities with large external membership had been observed in many universities across Europe.

The Provost closed the item noting that this matter is to be a standing item on future Board agendas and that the Working Group is to be convened shortly to begin its work on agreeing the key governance principles for the Trinity Board.

Action/Decision

009.01 The Board considered the memorandum from the Secretary to the College dated 4 September 2019 and approved the following to be the external members of the Board Review Working Group: Mr Dermot McCarthy (Chair) and Mr Fergal Naughton.

009.02 The Board approved the proposal to ask the Board Review Working Group to consider the legislative proposals as the first element of their work and to make recommendations to the Trinity Board as appropriate.

The dissent of Professor Alyn Stacey and Mr Keogh in respect of the proposed membership of the Board Review Working Group was noted.

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BD/19-20/010 Equality Advocate

The Provost advised the Board that he is continuing with the process of selecting an Equality Advocate and that it is envisaged that a nomination for the appointment of an academic staff member as Equality Advocate would be brought to the Board shortly.

Action/Decision

010.01 The Board received the update from the Provost.

BD/19-20/011 Visitors

The Board received the verbal update as provided by the Secretary to the College.

BD/19-20/012 Honorary Degrees

The Board received a report from the Registrar and approved her memorandum dated 11 September 2019, which was tabled.

BD/19-20/013 Human Resources Metrics Annual Report 2019

Director of Human Resources, Ms Antoinette Quinn and the HR Head of Talent, Ms Fidelma Haffey attended for this item.

The Provost welcomed the Director of Human Resources, Ms Antoinette Quinn and the HR Head of Talent, Ms Fidelma Haffey, to the meeting. Ms Quinn provided the Board with an overview of the main findings of the report.

In response to queries from Board members, Ms Quinn advised that use of agency staff was generally at a low level and she clarified that there are several areas of the College that have a need to employ staff on a casual basis to enable them to meet their operational needs.

Following comments from a Board member, it was agreed that future annual reports would contain more detailed information in respect of Research Staff members, and it was agreed that further information in this regard would be provided to a future Board meeting.

In response to queries from a Board member, it was noted that a separate document is prepared annually in respect of promotions within the University and a link is to be provided to this information in future HR annual reports. It was also noted that benchmarking is conducted in respect of gender data for staff members.

Responding to queries and comments from Board members, Ms Quinn advised that exit interviews were in place and were being utilised where possible and she acknowledged that some of the existing terminology in respect of staff categories could be unclear for those unfamiliar with the Trinity structures.

The Provost thanked Ms Quinn for the report.

Action/Decision

013.01 The Board considered and noted the report from the Director of Human Resources dated 13 June 2019.

013.02 It was agreed that future annual reports would contain more detailed information in respect of Research Staff members, and it was agreed that further information in this regard would be provided to a future Board meeting.

The dissent of Dr Fayne was noted.

BD/19-20/014 Any Other Urgent Business

There were no other items of urgent business.

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SECTION A.2

BD/18-19/015

Probationary and Review Procedures

The Director of Human Resources summarised the revisions to the Probationary and Review Procedures as outlined in her memorandum dated 4 September 2019 as had been circulated.

Action/Decision

015.01 The Board considered and approved the memorandum from the Director of Human Resources, dated 4 September 2019, and the accompanying Procedures.

Ms Haffey and Ms Quinn left the meeting at his point.

SECTION B

BD/19-20/016

Board Business

(i) Callover

The Board noted the Board Callover from the meetings of 22 May 2019 and 19 June 2019.

(ii) Outcomes

The Board noted the Board Outcomes from the meetings of 22 May 2019 and 19 June 2019.

BD/19-20/017

Human Resources Committee

The Board noted and approved the draft minutes of the meeting of 5 June 2019, and the policies approved at that meeting:

- (i) Human Resources Recruitment Policy;
- (ii) Vetting/Foreign Police Certification Policy;
- (iii) Leave Entitlements Policy;
- (iv) Consultancy and Outside Earnings Policy.

BD/19-20/018

Audit Committee

The Board noted and approved the draft minutes of meeting of 2 April 2019.

BD/19-20/019

Quality Committee

The Board noted and approved the draft minutes of meeting of 16 May 2019.

BD/19-20/020

Library and Information Policy Committee

The Board noted and approved the draft minutes of meeting of 25 March 2019.

BD/19-20/021

Finance Committee

The Board noted and approved the draft minutes of meeting of 10 June 2019.

SECTION C

BD/19-20/022

Administrative Procedures in the Summer Session

The Board noted the Memorandum from the Secretary to the College dated 4 September 2019, circulated.

BD/19-20/023

Membership of Principal and Compliance Committees of Board

The Board noted and approved the Memorandum from the Registrar dated 4 September 2019, circulated.

BD/19-20/024

Membership of Advisory Committee on Honorary Degrees

The Board noted and approved the membership of Professor Gillian Martin, Professor Ciaran Brady, Professor Brian Broderick and Professor Kevin Conlon on the Advisory Committee on Honorary Degrees. The Board also noted the retirement of Professor Charles Normand (in 2018) and Professor David Dickson (in 2017) from the Committee.

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BD/19-20/025 Foundation Scholarship – Central Scholarship Committee

The Board noted and approved the Memorandum from the Secretary to the Foundation Scholarship – Central Scholarship Committee dated 29 August 2019, circulated.

BD/19-20/026 Dublin City Council Audit Committee

The Board noted and approved the nomination of Ms Louise Ryan, Deputy Chief Financial Officer, to the Audit Committee of Dublin City Council for a second term.

BD/19-20/027 Board of Trinity Asia Services Pte Limited

The Board noted and approved the Memorandum from the Secretary to the College dated 4 September 2019, circulated.

BD/19-20/028 Science Gallery International: Changes to Constitution and Licence Fee Agreement

The Board noted and approved the Memorandum from the Executive Director of Science Gallery International dated 5 July 2019, circulated.

BD/19-20/029 Sealings

The Board noted the sealings, circulated and attached as Appendix 1 to this Minute.
This information is restricted due to commercial sensitivity.

BD/19-20/030 School of Medicine Prizes and Medals 2018/2019

The Board noted and approved the Memorandum from the School of Medicine dated 16 July 2019.

BD/19-20/031 Board Membership

This item was taken at the start of the meeting.

(i) Graduate Students' Union

The Board noted that Ms Shaz Oye had been elected as President of the Graduate Students' Union for 2019-20 and would serve as a member of the Board in 2019-20.

(ii) Students' Union

The Board noted that the following had been elected, and would serve as members of the Board of the College for the academic year 2019-2020:

President	Ms Laura Beston
Welfare Officer	Ms Aisling Leen
Education Officer	Ms Niamh McCay

SECTION D

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