



Trinity College Dublin

Coláiste na Tríonóide, Baile Átha Cliath

The University of Dublin

Incorporating any amendments approved at subsequent Board meetings

Board Meeting 16 December 2020

This meeting was conducted remotely using the Zoom application and was hosted in the Yeats Room.

- Present* Provost (Dr P J Prendergast), Vice-Provost/Chief Academic Officer (Professor J Barkhoff), Senior Lecturer/Dean of Undergraduate Studies (Professor K Mitchell), Registrar (Professor B Tangney), Bursar/Director of Strategic Innovation (Professor V Campbell), Professor K Ahmad, Professor L Brennan, Professor A Burke, Mr K Byrne, Ms J Donoghue, Professor D Faas, Mr D Grouse, Mr E Hand, Professor R A Kenny, Ms L Keogh, Professor R McManus, Professor K McTiernan, Ms Rachel Mathews McKay, Ms M O'Connor, Professor D R Phelan, Professor L Roe, Ms G Scanlon, Professor A Seery, Professor F Sheerin, Professor J Walsh.
- Apologies* *There were no apologies received.*
- In attendance* Assistant Secretary to the College (Ms V Butler).
- (ex officio)* Secretary to the College (Mr J Coman), Treasurer/Chief Financial Officer (Mr P Reynolds).
- (by invitation)* Chief Operating Officer (Ms G Ruane), Vice-President for Global Relations (Professor J Hussey).

SECTION A

BD/20-21/091 Statements of Interest

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

BD/20-21/092 Board Membership

This item was taken at this point in the meeting.

(i) External Member

The Secretary to the College advised the Board that the Minister for Higher and Further Education, Research, Innovation and Science had nominated Professor Andrea Nolan as an external member of the Board from the date of this meeting to the end of the academic year 2023/24.

Action/Decision

092.01 The Board noted that the Minister for Higher and Further Education, Research, Innovation and Science had nominated Professor Andrea Nolan as an external member of the Board from the date of this meeting to the end of the academic year 2023/24.

(ii) Substitution of a Board Member

The Secretary to the College advised the Board that Professor Alyn Stacey had submitted an application for the position of Provost, and in keeping with the Consolidated Statutes she was deemed to have temporarily stepped aside as a member of the Board. As such, it is proposed that Professor Cairtriona Leahy will act as a substitute Board member for the required period.

Action/Decision

092.02 The Board noted and approved the substitution of Professor Leahy as a Board member in place of Professor Alyn Stacey as outlined in the memorandum from the Secretary to the College, dated 15 December 2020.

BD/20-21/093 Declaration by New Members

Professor Nolan and Professor Leahy joined the meeting for this item only.

The Provost welcomed the new Board members to the meeting.

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

BD/20-21/094 Minutes

(i) Minutes of the meetings of 18 November and 26 November 2020

The Board approved the draft minutes of the meeting of 18 November 2020 subject to an amendment to minute BD/20-21/067 Historic Accommodation Buildings (Rubrics and Chief Steward's House) Project Update which had been circulated in advance.

The Board approved the draft minutes of the meeting of 26 November 2020 as presented.

(ii) Minutes of the meeting of 14 October 2020

The Board approved a proposed amendment to the minutes of the meeting of 14 October 2020, an inclusion of an Appendix on Gold Medals, which had not been originally included due to an administrative error.

Ms Scanlon joined the meeting at this point.

BD/20-21/095 Matters Arising from the Minutes

The following items were raised as matters arising:

(i) BD/20-21/068 Risk Register

The Secretary to the College advised that a meeting between the Board member concerned and himself, the Deputy Chief Financial Officer, the Interim Chief Risk Officer and the College Solicitor had taken place to discuss queries raised by the Board member in respect of a potential pension liability. He also advised that a further update would be available for the next meeting of the Board.

The Provost advised Board members that he had invited the Associate Vice-Provost for Equality, Diversity and Inclusion to report on her findings in respect of potential racist matters and discuss inclusive curriculum proposals at the January meeting of the Board.

It was also noted that the Interim Chief Risk Officer had liaised directly with the Board member concerned in respect of the calculation of the risks.

(ii) BD/20-21/064 Matters Arising from the Minutes

The Chief Operating Officer advised the Board that the Energy Management Plan had been brought to the Estates Policy Committee for approval.

BD/20-21/096 Provost's Report

The Provost, having provided a comprehensive report at the last meeting and in view of the number of other agenda items for discussion, did not provide a further report at this point.

BD/20-21/097 E3 Learning Foundry

(i) Business Development Update

The Dean of Science, Technology, Engineering and Mathematics, Professor Sylvia Draper and E3 Programme Manager, Ms Edwina Hegarty, joined the meeting for this sub-item.

Professor Draper invited the Board's attention to her presentation, dated 16 December 2020, which had been circulated in advance. She summarised the governance structure of the project. Professor Draper then gave an overview of the key achievements from each of the sub-groups including the development of new academic programmes, student recruitment levels and funding for staffing and recruitment to date. In particular, Professor Draper advised of the impact of the Covid-19 Pandemic on the project and provided an update on student numbers across undergraduate and postgraduate programmes within the E3 Schools. An overview of the project budget, key milestones and high-level risks was also presented.

In response to a query from a Board member, Professor Draper advised that actions were being taken to try to maintain the projected international student recruitment levels.

Responding to comments from Board members, Professor Draper acknowledged the potential impact of inflation rates on student recruitment and also the impacts arising from the Covid-19 Pandemic. However, she advised Board members that academic programme fees had been set at competitive rates and it is envisaged that the possibility of employment in Ireland may prove attractive to prospective international students. Ms Hegarty advised that modest growth in student numbers had been forecasted in the business model and that these targets remained achievable.

Professor Draper also provided a clarification in respect of staffing levels underpinning the project and it was noted that resource levels were being closely monitored and actions were being taken to address any potential unforeseen shortages.

Action/Decision

097.01 The Board received the report from the Dean of Science, Technology, Engineering and Mathematics and noted the business development update and progress development of the E3 Learning Foundry.

(ii) Capital Project Update

The Project Sponsor, Professor Sylvia Draper and the E3 Programme Manager, Ms Edwina Hegarty remained in the meeting for this item. The Independent Monitor, Mr Leo Harmon; and Head of Capital Projects and Planning, Mr Greg Power joined the meeting for this sub-item.

The Bursar/Director of Strategic Innovation, with reference to her memorandum dated 7

December 2020, and a presentation from herself and the Programme Manager, dated 16 December 2020, which had been circulated, provided the Board with an update on the capital project to date. She advised Board members that a tender process was being prepared to select a potential contractor and permission to award the construction contract would be brought to a future meeting of the Board for approval. In addition, she informed the Board that a number of the enabling projects for the construction stage were now underway and numerous enabling refurbishment works already completed.

The Bursar/Director of Strategic Innovation advised Board of funding recently secured through the Immigrant Investor Programme and extended her thanks to Ms Rachel Kelly in the Commercial Revenue Unit (CRU) for her assistance with the application for funding. A financial overview of the project and a high-level Risk Register were also presented.

The Bursar/Director of Strategic Innovation concluded by extending her thanks to all of the project team for their work in these very challenging times.

Mr Harmon invited the Board's attention to his memorandum dated 3 December 2020., which had been circulated in advance. Noting the challenges presented by the Covid-19 Pandemic, he provided Board members with an update on the capital project under the headings of team performance, budget, contract, quality and programme. Mr Harmon advised the Board that it may be timely to review the programme for the project and noted that perhaps any proposed revisions required in light of Covid-19, Brexit and inflation rates could be brought to a future Board meeting for consideration.

Responding to a query from a Board member in respect of a government mandated contract, Mr Power clarified some of the clauses of the contract and noted that the University had other advantages when engaging contractors.

In response to a query from a Board member, Mr Power clarified the actions taken to ensure measures are in place to deal with any ground conditions found during the project.

Responding to a query from a Board member in respect of the obligation to use a government mandated contract, Mr Harmon, noting that while there is little room for derogation from such a contract, advised that it is important to foster good working relationships and to monitor programme performance.

Action/Decision

097.02 The Board received the report from the Bursar/Director of Strategic Innovation and noted the progress on the E3 Learning Foundry Capital Project.

097.03 The Board received the report from the Independent Monitor.

Professor Draper, Mr Harmon, Ms Hegarty and Mr Power left the meeting at this point.

BD/20-21/098 Printing House Square – Project Update

Project Sponsor, Professor Kevin O'Kelly; Head of Capital Projects and Planning, Mr Greg Power and Independent Monitor, Ms Denise Kennedy joined the meeting for this item.

Professor O'Kelly invited the Board's attention to his presentation, dated 16 December 2020, which had been circulated in advance. He provided Board members with an update on the

project noting that the project remains within budget, with a high level of quality and that the project team were working well together. However, he noted that, as previously advised, the programme remained behind schedule and had been subject to further delays due to the impact of the Covid-19 Pandemic. Professor O’Kelly informed Board members that a revised completion date had been set for end of March 2021.

He also provided Board members with some visual images of construction progress to date and gave a detailed financial overview. Professor O’Kelly also advised the Board that the project would be referred to a conciliation phase early in the new year and provided details of the conciliation team for the University.

Ms Kennedy, with reference to her report dated 8 December 2020, which had been circulated, provided the Board with a summary of her report under the following headings of budget, programme, quality, health and safety and team performance. She noted the need for resourcing issues to be addressed in order for the revised completion date to be met and noted that Trinity is well placed to enter into the conciliation process.

Ms Kennedy, concluded by advising the Board that despite the challenges being faced by the project in respect of programme, the project is emerging as a building of excellent quality and significant architectural merit.

In response to queries from board members Professor O’Kelly clarified some of the costs incurred to date and those likely to be incurred as part of the conciliation process.

The Provost closed the item thanking the team for their contribution to the project to date and wished them well for the coming months.

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

BD/20-21/099 Trinity East/Trinity Technology and Enterprise Campus: Early Activation Capital Project Committee

The Chief Innovation and Enterprise Officer, Dr Diarmuid O’Brien joined the meeting for this item.

The Chief Innovation and Enterprise Officer invited the Board’s attention to his presentation dated December 2020, and his memorandum, dated 8 December 2020, which had been circulated in advance. Noting that the Board had approved the Early Activation Project for the Trinity East site in June 2020, he informed the Board that planning permission had been submitted on 20 November 2020.

Dr O’Brien then gave an overview of the proposed governance structure for the project noting that the Early Activation Capital Committee (EACC) will report to the Capital Review Group, the Trinity Finance Committee and provide a quarterly report to the Board. It will also update the TTEC Steering Committee and the Early Activation Programme Board when established. Dr O’Brien also invited the Board’s attention to the proposed membership of the EACC which was before the Board for approval. A summary of the Terms of Reference for the EACC was also provided for Board members.

Action/Decision

099.01 The Board considered and approved the memorandum from the Chief Innovation and Enterprise Officer, dated 8 December 2020 and the proposed governance structure as contained within.

BD/20-21/100 National Digital Research Centre (NDRC) Members' Voluntary Liquidation

Dr O'Brien remained in the meeting for this item.

The Secretary to the College invited Board members to a memorandum from himself and the Chief Innovation and Enterprise Officer, dated 9 December 2020 and a presentation, dated 16 December 2020, which had been circulated in advance. He provided Board members with the background to the establishment of the National Digital Research Centre (NDRC) and outlined the request for the company to be placed in Members' Voluntary Liquidation.

In addition to this, the Secretary to the College advised that changes to the Memorandum and Articles of Association of the Company, as outlined in an accompanying document, would be required and that a name change to Crane Foundation is proposed.

In conclusion, the Secretary to the College advised Board members that the process is envisaged to take approximately six months and that a proposal to reallocate any funds remaining in the company is to be brought to a future meeting of the Finance Committee and the Board for approval.

In response to a question from a Board member, the Secretary to the College clarified that the request of the Board was approval for the Company to be placed in Members' Voluntary Liquidation and for changes to the Company's Memorandum and Articles of Association.

Action/Decision

100.01 The Board considered and approved the memorandum from the Secretary to the College and the Chief Innovation and Enterprise Officer, dated 9 December 2020.

Dr O'Brien left the meeting at this point.

BD/20-21/101 Financial Year 2021 University Budget

The Financial Planning and Risk Manager (Financial Services Division), Mr Keith Creedon joined the meeting for this item.

The Treasurer/Chief Financial Officer with reference to a presentation from himself and the Financial Planning and Risk Manager, dated 16 December 2020, which had been circulated in advance, provided the Board with an overview of the current financial position of the University and presented the proposed University budget, including Faculty and Division budgets for the financial year 2020/2021.

The Treasurer/Chief Financial Officer also advised that the Government had announced a funding package in July 2020 to cover research cost extensions and Covid-19 related costs. He informed Board members that Trinity had already received a commitment of funding to cover research costed extensions (included in the budget) and had made a submission to the Higher Education Authority in October 2020 in respect of the Covid-19 related cost funding and a decision was awaited.

The Treasurer/Chief Financial Officer provided Board members with an overview of the 2020/21 budgeted income, expenditure and cashflow position of the University and summarised the main risks to the budget for the financial year 2020/21. He also noted that budget will be reported against actual and forecast outcomes to Finance Committee at University level and by Faculty and Division on a quarterly basis throughout the year.

Responding to queries from a Board member in respect of the Endowment Funds, the Treasurer/Chief Financial officer clarified that investments are made on a long-term basis and noted the importance of the funds continuing to drive a yield.

In response to queries from Board members, the Provost proposed, and it was agreed, that the Financial Services Division should facilitate a financial information course for members of the Board.

The Treasurer/Chief Financial Officer, responding to queries from a Board member, advised that at present, an increase in State funding to the Third Level Educational Sector cannot be predicted, however, he noted that the Sector continues to engage with the Government on this issue. The Treasurer/Chief Financial Officer clarified that an increase in EU student numbers was largely due to an agreed increase in places available on programmes and he also noted that Covid-19 represents a risk to student registrations and associated academic fee income projections for 2020/21.

The Provost closed the item expressing his thanks to the Financial Services Division team and the Global Relations Office for their good work in trying to mitigate the implications of the Pandemic on the University's finances.

Action/Decision

101.01 The Board considered and approved the memorandum from the Treasurer/Chief Financial Officer and the Financial Planning and Risk Manager (Financial Services Division), dated 10 December 2020.

101.02 The Board approved the FY2020/21 University Budget and noted the update on the Government funding claim for the impact of Covid-19.

101.03 It was agreed that the Financial Services Division should facilitate a financial information course for members of the Board.

Mr Creedon left the meeting at this point.

BD/20-21/102 EIB Loan Facility Amendment – No-cost Option for Top-up Financing

Project Appraisal Manager (Financial Services Division), Mr Paul Coote joined the meeting for this item.

Mr Coote invited the Board's attention to his presentation dated 16 December 2020 and his Memorandum dated 9 December 2020, which had been circulated in advance. He provided the Board with the background to the existing European Investment Bank (EIB) loan facility and advised Board members that, in response to the effects of the COVID-19 Pandemic, the EIB has sought to ease financing pressures for its existing contracts and to safeguard completion of the projects the EIB is funding. As such, it is proposed that, by way of an amendment to the existing contract, the EIB is offering an additional loan facility, with similar terms as before, by

increasing the 50% project financing restriction to 90%. The EIB have also confirmed that there will be no costs and no obligation to draw down this additional financing.

Mr Coote also summarised the benefits to the University of availing of this top-up facility, noting in particular the low interest rate, and that if the University had a need to update the project list for other or larger Board approved Strategic Projects in the future and with the EIB approval, it would greatly benefit from the 90% financing that the amendment brings.

Mr Coote advised the Board that the EIB offer is contingent on all relevant documentation being completed by end of 2020 and that the facility would be accessible for a period of 3 years from the date of signing the loan facility amendment. He then noted that he, and the Treasurer/Chief Financial Officer recommended this proposal to the Board.

The Provost thanked Mr Coote and opened the item for discussion.

A Board member, supporting the approval of this proposal, commended the Treasurer/Chief Financial Officer and the team in the Financial Services Division for exploring cost effective ways of safeguarding the financing of key strategic projects.

Responding to comments from a Board member, Mr Coote provided some further clarifications and noted that the existing loan facility is being drawn down to support key strategic projects.

The Provost, noting the advantageous interest rate, closed the item and thanked Mr Coote for his presentation.

Action/Decision

102.01 The Board considered and approved the Memorandum from the Project Appraisal Manager, Financial Services Division dated 9 December 2020

102.02 The Board approved the amendment to the existing EIB loan facility, whereby the allowable facility was increased to provide the University with an additional optional top up facility.

102.03 It was noted that any proposals to draw down this financing would be brought to Board for approval in advance.

102.04 The Board approved that the Treasurer/ Chief Financial Officer and the Provost sign the contract at the earliest opportunity and by 31 December 2020.

Mr Coote left the meeting at this point.

BD/20-21/103 2010 Consolidated Statutes: Proposed Amendments

The Senior Dean, Professor John Parnell and the Associate Dean of Research, Professor Lorraine Leeson joined the meeting for this item.

The Registrar, with reference to his memorandum dated 10 December 2020, which had been circulated in advance, provided the Board with an overview of the proposed amendments to the Statutes, noting that these proposed amendments were agreed by the Statutes & Schedules Working Party at its meeting of 25 November 2020. He summarised the amendments noting that they are proposed to clarify the appropriate second Scrutineer in elections of research staff representatives to Council, to correct minor errors and update the names of two schools and to update procedures in relation to matters of research misconduct.

In particular, the Registrar expressed his thanks to the previous Registrar, Professor Paula Murphy for her extensive work on the Schedule 1 to the Chapter on Academic Staff Conduct, Section 7 (and associated provisions).

Professor Parnell and Professor Leeson expressed their thanks to all who had contributed to the drafting of the amendments to the Chapter Chapter on Academic Staff Conduct, noting the importance of updating this very important matter.

Action/Decision

103.01 The Board considered and approved the memorandum from the Registrar dated 10 December 2020 and the proposed amendments to the Statutes as outlined within.

BD/20-21/104 Appointment of the Next Provost

The Registrar, with reference to his memorandum dated 14 December 2020, which had been circulated, advised the Board of some amendments to the membership of the Interview Committee for the Provost appointment process whereby Professor Leahy (substitute for Professor Alyn-Stacey) and Professor Nolan (external Board member) are to join the membership of the Interview Committee.

He provided Board members with an update on the process to date, noting that the deadline for the submission of applications had now passed and that the interviews were being scheduled for early January 2020.

The Registrar also advised the Board that the draft Electoral Register for the election process had been published and that a small number of queries had been received to date. He also informed the Board that the Steering Committee were preparing a schedule of meetings to underpin the campaign process and that a series of practice sessions with the online voting provider were also being scheduled.

Action/Decision

104.01 The Board received the update from the Registrar and noted and approved his memorandum dated 14 December 2020.

BD/20-21/105 Visitors

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

BD/20-21/106 University Council

The Board noted and approved the draft Acta of the Council meeting of 25 November 2020.

BD/20-21/107 Any Other Urgent Business

The following item was raised under Any Other Urgent Business:

(i) Appointment of the Chief Operating Officer

The Bursar/Director of Strategic Innovation advised the Board that Ms Geraldine Ruane had tendered her resignation as Chief Operating Officer, and that, in keeping with the Statutes, Board approval to commence the recruitment process was now sought. She noted the job specification for the role was appended to her memorandum dated 15 December 2020.

The Bursar/Director of Strategic Innovation also invited the Board's attention to the proposed composition of the Interview Panel for this appointment, as outlined in a memorandum from the Director of Human Resources, dated 11 December 2020, which was also before the Board for approval.

Action/Decision

107.01 The Board noted the resignation of Ms Geraldine Ruane as Chief Operating Officer.

107.02 The Board approved the commencement of the recruitment competition for the position of Chief Operating Officer and the composition of the Interview Panel as presented.

SECTION A.2

BD/20-21/108 Revised Data Protection Policy

The Board approved the revised Data Protection Policy as had been circulated.

Following queries from a Board member in respect of the responsibility of the University in respect of data processing conducted by students, it was agreed that the issue would be discussed with the Data Protection Officer and raised under Matters Arising at the next meeting.

Action/Decision

108.01 The Board considered and approved the revised Data Protection Policy.

Professor Ahmed left the meeting at this point.

SECTION B

BD/20-21/109 Board Business

(i) Callover

The Board noted the Callover updated to 18 November and 26 November 2020.

(ii) Outcomes

The Board noted the Board Outcomes from the meetings of 18 November and 26 November 2020.

BD/20-21/110 Audit Committee

The Board noted and approved the draft minutes of the meetings of 29 September 2020 and 10 November 2020.

BD/20-21/111 Finance Committee

The Board noted and approved the draft minutes of the meeting of 24 November 2020.

BD/20-21/112 Human Resources Committee

The Board noted and approved the draft minutes of the meeting of 29 October 2020.

BD/20-21/113 Library and Information Policy Committee

The Board noted and approved the draft minutes of the meeting of 5 October 2020.

BD/20-21/114 Quality Committee

The Board noted and approved the draft minutes of the meeting of 22 October 2020.

The Board also noted and approved the draft minutes of the meeting of 12 November and the accompanying Implementation Plan for Quality Review of the Financial Services Division (FSD).

BD/20-21/115 Remuneration Committee

Professor Sylvia Draper, Dean of the Faculty of Science, Technology, Engineering and Mathematics joined the meeting for this item.

Ms Donoghue, as chair of the Remuneration Committee provided the Board with a summary of the meeting of the committee held on 15 December 2020 and the approval of the proposal regarding exceptional remuneration as set out in the Memorandum from the Dean of the Faculty of Science, Technology, Engineering and Mathematics dated 14 December 2020 which had been tabled.

Professor Draper advised Board members that this appointment is envisaged to be extremely beneficial to the University.

The Board approved the draft minutes of the meeting of 15 December 2020 and the accompanying Departure Framework proposal.

Professor Sylvia Draper left the meeting at this point.

BD/20-21/116 Safety Committee

The Board approved the draft minutes of the meeting of 27 October 2020 and the accompanying revised Safety Committee Terms of Reference.

SECTION C

BD/20-21/117 Membership of Equality Committee

The Board noted and approved the Memorandum from the Registrar dated 10 December 2020.

BD/20-21/118 Science Gallery International – Appointment of Members and Directors

The Board noted and approved the Memorandum from the Chief Executive Officer of Science Gallery International, dated 11 November 2020.

BD/20-21/119 Chairperson of Disciplinary Panel

The Board noted and approved the appointment of Mr Jonathan Newman SC as Chairperson of the Disciplinary Panel, with the agreement of the Academic Staff Association, to serve for a period of three years to end of the academic year 2022/23.

BD/20-21/120 Student Conduct and Capacity Committee – 2020/21 Membership

The Board noted and approved the Memorandum from the Registrar dated 11 December 2020.

BD/20-21/121 Higher Degrees

The Board noted Higher Degrees, approved by the sub-committee of Board and Council on 25 November 2020.

BD/20-21/122 Head of School of Medicine

The Board noted and approved the nomination of Professor Michael Gill as Head of School of Medicine for a three-year term to the end of the academic year 2022/23.

BD/20-21/123 Interim Head of School of Computer Science and Statistics

The Board noted and approved the Memorandum from the Dean of the Faculty of Science, Technology, Engineering and Mathematics dated 30 November 2020.

BD/20-21/124 Sealings

The Board noted the sealings, as circulated, and attached as Appendix 1 to this Minute.

This information is restricted due to commercial sensitivity.

BD/20-21/125 Gold Medal Nominations 2020

The Board noted and approved the Memorandum from the Senior Lecturer/Dean of Undergraduate Studies dated 2 December 2020 (attached as Appendix 2 to this Minute).

BD/20-21/126 Related Entity Financial Reporting

The Board noted the memorandum from the Treasurer/Chief Financial Officer dated 9 December 2020.

BD/20-21/127 TTEC Pre-Development Project: Prior Information Notice

The Board noted the memorandum from the Chief Innovation and Enterprise Officer dated 8 December 2020.

SECTION D

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

Signed:

Date:

Gold Medals 2020

Course	Name	Scholar
Economic and Social Studies	O'Malley, Conor	
Midwifery	O'Sullivan, Sharon	