



Trinity College Dublin

Coláiste na Tríonóide, Baile Átha Cliath
The University of Dublin

Board Meeting 16 November 2022

This meeting was held in the Trinity Board Room

Present: Provost (Dr L Doyle), Vice-Provost/Chief Academic Officer (Professor O Sheils), Registrar (Professor N Cox), Senior Lecturer/Dean of Undergraduate Studies (Professor D Shepherd), Bursar/Director of Strategic Innovation (Professor E Denny), Professor K Ahmad, Professor S Alyn Stacey, Professor I Arnedillo Sánchez, Professor L Brennan, Professor S Browne, Mr K Byrne, Professor N Campbell, Ms Z Cummins, Mr P Farrell, Ms G Fullam, Mr D Grouse, Professor D Jones, Professor R Kenny, Professor C Leahy, Ms R Mathews-McKay, Prof R McManus, Professor A Nolan, Ms C Staunton, Professor J Walsh.

Apologies: Professor L Roe, Professor F Sheerin.

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 O Cunningham), Vice-President for Global Engagement (Professor E Stokes).

SECTION A

BD/22-23/059 Statements of Interest

The Secretary to the College advised that it could be perceived that there was a potential conflict of interest for current elected Board members in respect of agenda item A.3 Board composition (i) Update and Consultation Process. However, he advised the Board that as the Higher Education Authority (HEA) Act 2022 provides that it is the current Board that determines the regulations relating to the selection, election, nomination or appointment of members of the incoming Board, he recommended, and it was agreed, that there was no potential conflict of interest to declare in respect of this item.

The Secretary to the College also advised that there could be a perceived conflict of interest for the Student Members in respect of item A.6 Proposed Changes to the 2010 Consolidated Statutes. Having considered the matter, the Secretary to the College recommended, and it was agreed, that there was no conflict of interest to declare in respect of this item as it was a proposed wording amendment that was before the Board and there was no decision of direct benefit to the student Board members to be taken.

BD/22-23/060 New Members' Declaration

The Provost invited the new external Board member, Mr Paul Farrell, to make the new Board Members' Declaration as provided for in the Statutes. Following his declaration, and at the invitation of the Provost, Mr Farrell introduced himself to the Board members.

BD/22-23/061 Minutes of the Meetings of 19 October 2022

The Board approved the draft minutes of 19 October 2022.

BD/22-23/062 Matters Arising

There following items were raised under matters arising:

(i) BD/22-23/031 Board Work Programme

In response to comments and queries from a Board member in respect of the Biodiversity and Climate Action Plan not being on the agenda for the meeting as was provided for in the Board Annual Work Plan, the Provost advised that the work plan was indicative and while efforts are made to take items as planned there will be a degree of flexibility required. She noted that, in respect of this item, having a discussion at this meeting was not in keeping with the programme of work being progressed by the Vice-President for Biodiversity and Climate Action. The Provost advised that she had contacted Professor Stout and read out some comments from Professor Stout in respect of the progress being made in developing a sustainability strategy for the University which included college-wide consultation, an online survey, focus groups and very many one to one meetings with key stakeholders. In the meantime, it was noted that work was underway in actively engaging with many operational units to develop their work in a sustainable context (including Estates & Facilities, Human Resources, the Commercial Revenue Unit and others) and developing partnerships with external bodies for co-operation, and sponsorship for Green Week in the coming semester.

In response to a query as to whether biodiversity and climate action could be a standing item on the Board agenda, the Provost advised that that is exactly what is envisaged and that the planned restructuring of Board Principal Committees will facilitate this. She advised that it is envisaged that, subject to Statute change, one of the Principal Committees will focus on sustainability and that the committee would regularly report to Board. In addition, she advised that it is intended to move towards further integrated reporting which means sustainability issues will be embedded in reporting on financial matters. The Provost also noted the intention to avail of tools like the “doughnut economics” framework to look at the overall position of the University.

The Provost concluded by noting that there was a significant body of work to be conducted to align the University’s governance with the Higher Education Authority Act 2022, including a revision of the Statutes, but that this work also provided an opportunity for a review of the committee structure which will inform future Board agendas. In addition there will be a review of academic committees and management structures.

(ii) BD/22-23/032 Quarterly Financial Review and Forecasts

Responding to a query from a Board member in respect of having specific questions which were raised at a meeting noted in the minutes, the Secretary to the College advised that there was absolutely no issue with Board members suggesting amendments to the draft minutes of any meeting and as provided for in the Statutes, advised that any such amendments should be brought to his attention by 5pm on the day before a Board meeting.

(iii) BD/22-23/053 Changes to the 2010 Consolidated Statutes – Commencement Ceremonies

The Registrar extended his thanks to the teams in IT Services and the Academic Registry for all of their work in respect of the Commencement ceremonies and noted that the new Latin terminology had been implemented for the Winter commencement ceremonies.

(iv) BD/22-23/055 Independent Review of Graduate Students’ Union – Terms of Reference

The Secretary to the College advised the Board that the independent review of the Graduate Students’ Union was underway with meetings being held with the key stakeholders.

BD/22-23/062 Board Composition – Update and Consultation process

The Secretary to the College advised the Board that the Supplemental Charter had been recognised by Government Order on 15 November 2022 and that a communication on this is to be issued to all staff and students. The Provost commended the Secretary to the College and the Registrar for their significant contribution to this item.

The Registrar with reference to a memorandum from himself and the Secretary to the College

dated 10 November 2022, which had been circulated in advance, advised the Board that a consultation process was underway with an invitation for written submissions issued and several meetings with key groups taking place.

He advised the Board that the views of Board members were now being sought in respect of specific queries that had been raised as part of the consultation process and with the aid of a presentation summarised the main issues and queries.

The Secretary to the College clarified that under the Higher Education Authority Act 2022, it is the function of the new Board to appoint the external Chair at its first meeting. The role of the Minister was in approving the mechanism of appointment of the external members but not in the selection or approval of those Board members (6). In addition, he noted that the process of identifying Ministerial nominees (3) for the Board in the past has been a collaborative exercise with opportunity for input by the University.

In response to queries from Board members, the Registrar clarified that there is no specific requirement for an external member to be resident in Ireland and the Secretary to the College clarified that there is no provision in the legislation that would prohibit a Fellow being one of the other 5 internal members but the fact that the Fellows will continue to have 6 members on future Boards was noted.

A Board member congratulated the Registrar and the Secretary to the College on successfully drafting and having the Supplemental Charter formally recognised by the Government, noting that it had been a lengthy but very important process.

In response to a query from a Board member in respect of the role of Board members on Principal Committees, it was noted that it would be helpful to know the future committee structures in advance of seeking external Board members with a view to aligning the skillset of potential members with the work of the committees. The Provost advised that consideration is to be given to ways of encouraging internal and external individuals with the type of knowledge and expertise relevant to specific committees to come forward for membership of the Principal Committees.

Some Board members voiced their support for maintaining the election process for internal Board members and also maintaining the current constituencies as provided for in the Statutes.

With respect to the increase in external membership, a Board member noted the opportunity this posed to bring a wide range of skills on the Board that will assist the Board in delivering key strategies and noted the importance of carefully considering the key expertise and values that would be required. A Board member also noted the importance of achieving a balance between business experience versus academic experience and of mapping the skillsets sought to the work of the committees.

The Registrar advised the Board that the potential to consider former staff or alumni when selecting external Board members had been raised during the consultation process.

Responding to comments from a Board member in respect of the use of a competency framework, the Provost advised that it will be a Board decision to determine the values, knowledge, commitment and experience that will be sought when selecting future external Board members.

Noting comments from a Board member in respect of the potential to engage individuals active in the Arts and Culture, the Registrar noted that it would also be helpful if future external members had an understanding of the higher education sector in Ireland.

Following comments from Board members, the importance of retaining independence in respect of the academic mission and function of the University was acknowledged. In addition, the importance of ensuring the appointment process for external members is efficient and not laborious was noted.

The Registrar encouraged Board members to forward any further views on this matter to him and noted that a report on the consultation process would be brought to the next meeting of the Board.

A Board member noted that the Statutes already provide for a sub-committee of the Board to identify and propose nominations to the Board for the appointment of Board members which has served the Board well in the past.

In a closing contribution, a Board member voiced their support for the Vice-Provost/Chief Academic Officer to be a member of the Board and noted his view that reserving some Board membership places specially for Professorial Fellows was not required in respect of the composition of future Boards.

Action/Decision

062.01 The Board noted and discussed the memorandum from the Registrar and the Secretary to the College dated 10 November 2022.

Professor Ahmad left the meeting at this point.

BD/22-23/063 (i) Strategic Capital Projects Dashboard

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

(ii) Printing House Square

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

The Provost welcomed the visitors to the meeting.

Professor O’Kelly, noting his pleasure to announce completion of Printing House Square project, made the presentation dated 9 November 2022, which had been circulated in advance.

He noted that the building had been accepted from the contractor and that there were regular meetings to review the progress in completing any outstanding snag-listing works. He also noted that the new entrance on Pearse Street would facilitate greater ease of access to the campus, including for students based in buildings on D’Olier Street. In respect of the project budget, Professor O’ Kelly noted that the project had completed on budget but that the potential for arbitration remains.

To conclude, Professor O’Kelly commended the tenacity of everyone involved in delivering this project and in keeping standards high. Board members commended Professor O’Kelly and the work of all involved in the project and showed their appreciation with a round of applause.

Ms Kennedy advised the Board that she was of the view that Trinity now had a fantastic facility on its campus and commended the Trinity team and Professor O’Kelly for all of the work conducted. She thanked the Board for her appointment as Independent Monitor for the project noting she had been delighted to be involved.

The Provost opened the item for discussion.

In response to a query from a Board member in respect of the project Budget, it was noted that the potential for arbitration remains and the final potential associated costs remain unknown.

Responding to comments from Board members in respect of the building and on-going snag list works, Mr Power advised that all appropriate certification had been received. While there had been an issue with power just after handover that is resolved now, and that it was normal to have snagging works conducted in any new building, especially one with so many residential units.

The Provost, noting the shortage of student accommodation and rental properties in Dublin at present, advised that it was decided to act as soon as possible in terms of providing rooms to

students.

Responding to comments from a Board member in respect of the building at the time it was accepted by the University, the Chief Operating Officer confirmed that the building was fit for purpose and had received the necessary compliance certifications and the Provost noted that some issues in new buildings only come to light when the building is occupied.

In response to a query from a Board member in respect of occupancy levels, the Provost clarified the importance of balancing occupancy levels with any minor concluding works.

The Bursar/Director of Strategic Innovation noted, on behalf of the Board, noted her thanks to Mr Joe Linders and former Bursar/Director of Strategic innovation Professor Veronica Campbell.

Action/Decision

063.01 The Board noted the final Quarterly Update from the Project Sponsor and the memorandum from the Independent Monitor dated 10 November 2022.

Professor Ahmad re-joined the meeting at this point.

BD/22-23/064

Institutional Quality Review Report

The Quality Officer, Ms Roisin Smith, joined the meeting for this item.

The Provost welcomed Ms Smith to the meeting and provided the Board with some context in respect of the Institutional Review.

The Vice-Provost/Chief Academic Officer made her presentation dated 16 November 2022 noting that preparation for the review had commenced in 2019 with extensive consultation conducted across the University. While some delays were experienced due to the Pandemic the review had been completed and the final report had been approved by Quality and Qualifications Ireland (QQI) on 10 November 2022. She then summarised the top 5 commendations and top 5 recommendations as contained in the Report.

The Vice-Provost/Chief Academic Officer concluded by summarising the next steps in the review process including the requirement to submit an implementation plan to QQI. She commended the work of the Quality team and confirmed she was happy to take comments and questions.

Some Board members expressed some concerns with the process, the tone of elements of the report and noted an incomplete understanding of the governance structures of the University and noted that some issues of quality may have been overlooked in the report. The commendations in the report on how well Trinity responded at short notice to the Covid Global Pandemic were noted. It was also noted that some of the recommendations related to initiatives and changes that were already underway before the review such as in Board governance and decision-making.

Some Board members also noted that the some of the recommendations in the report in respect of promotions and appraisals would have significant resource implications and suggested that some items considered were outside the scope of a quality review.

Responding to comments from a Board member in respect of the composition of the review team, the Quality Officer clarified that Trinity had been invited to make nominations and had done so.

The Provost advised the Board that there had been an opportunity to submit factual corrections and that the opportunity had been availed of.

The Vice-Provost/Chief Academic Officer advised the Board that the Report reflected the information provided to the reviewers during the process and the importance of ensuring optimum communication with future review teams was acknowledged.

The Provost, noting that an implementation plan will be prepared which may assist in progressing many of the key pieces of work that had been previously identified as being required, advised the Board that there will be on-going engagement with the QQI in respect to the process as a whole.

In response to queries and comments from Board members regarding the number of staff who were invited to meet with the reviewers the Vice-Provost/Chief Academic Officer advised that the reviewers had met with over 200 people and the Quality Officer advised that briefing sessions were held for staff as appropriate.

A Board member welcomed the Report noting their view that overall it reflected well on the University albeit it there was a strong theme of the need to review staff appraisal proposes.

Thanks were extended to the Academic Secretary (who had sent apologies), the Quality Officer, and the Quality Office team for their work on the Institutional review.

Action/Decision

064.01 The Board noted and discussed the memorandum from the Vice-Provost/Chief Academic Officer dated 11 November 2022 and the accompanying Institutional Quality Review Report.

Ms Smith and Professor Stokes left the meeting at this point.

BD/22-23/065 Proposed Changes to the 2010 Consolidated Statutes

The Registrar introduced the item with reference to his memorandum dated 10 November 2022, which had been circulated in advance. Noting that this amendment had been discussed at the last meeting of the Board and that further consultation had been undertaken, the Registrar presented the proposed amendment to the Board for approval.

Action/Decision

065.01 The Board considered and approved the memorandum from the Registrar dated 10 November 2022 and the accompanying amendment to the Statutes.

The dissent of Ms Fullam, Ms Gibbons, Ms Staunton and Professor Walsh was noted.

The Bursar/Director of Strategic Innovation left the meeting at this point.

BD/22-23/066 Crane Foundation Limited Report proposal for disbursement of surplus funds.

The Secretary to the Board introduced this item with reference to his presentation and his memorandum, dated 9 November 2022 which had been circulated in advance. He provided the Board with a background to the establishment of the company noting that it was now in voluntary liquidation and outlined the reason for liquidation and the financial position of the company.

The Secretary to the College noted that it is understood that there will be a remaining financial surplus after all liabilities have been met. He advised the Board that following discussions with the other HEI members of the Company, with the Liquidator of the Company and with the Department of the Environment, Climate and Communications, it is proposed that the surplus funds be disbursed for the following purposes:

- (a) social entrepreneurship
- (b) student entrepreneurship
- (c) entrepreneurship among minority groups.

The Registrar left the meeting at this point.

The Secretary to the College concluded by summarising the request of the Board and providing an overview of the next steps in the process.

Prof Ahmad left the meeting at this point.

Following a query from a Board member, the Secretary to the College agreed to circulate additional information in respect of the definitions of social entrepreneurship, student entrepreneurship and minority entrepreneurship, along with a copy of the relevant evaluation criteria.

Action/Decision

066.01 The Board considered and approved the memorandum from the Secretary to the College, dated 9 November 2022.

BD/22-23/067 University Council

The Board noted and approved the draft Acta of the Council meeting of 2 November 2022.

Following an observation from a Board member in respect of minute CL/22-23/037 Postgraduate Renewal Programme – Revised Terms of Reference, it was noted that a minor amendment to this minute would be made.

BD/22-23/ 068 Provost's Report

The Provost provided a report under the following headings:

- **Science Gallery Dublin (SGD)**

The Provost provided the Board with some background information in respect of the establishment of the Science Gallery Dublin which had been established in 2008 with a reliance on philanthropic income.

As the financial position of the Gallery deteriorated, the Provost had advised the Board that the risk and the financial exposure rested with Trinity, with multiple financial contributions made by the University to the Gallery, and unfortunately this led ultimately to the decision to close the Gallery.

The Provost noted that when this was first reported to Board in 2021 the Board itself expressed concern about the finances but also expressed huge support for the Gallery and for a way for it to be reopened to be found.

Since then, the Provost advised that there has been significant engagement with different Government Departments in relation to the future of Science Gallery Dublin and that a commitment was made to Minister Harris that Trinity would attempt to re-open the Gallery, but on the understanding that it would be with a completely different operating model and would require additional Government funding.

The Provost advised that this process is moving to the next stage where it is planned to appoint, through public tender, a creative entity/collective with substantial experience in the field to work in partnership with Trinity to develop and implement a vision for a reimagined Science Gallery over the coming year, and to co-create with Trinity a programme of gallery events. The appointed entity will begin working with Trinity in January 2023 to develop a vision for the future of the Science Gallery. In addition, an operating model for the SG that is robust and that will allow the best use of Trinity resources and allow us to access Government funds will be developed with a view to hosting the formal re-opening of the Science Gallery in Summer 2023 with a Trinity exhibition.

The Provost advised that time will be taken to consider potential operating models for the longer term and that the Board will have the opportunity to make inputs into what is best for Trinity and the Gallery.

The Provost concluded by noting that this approach has the benefit of ensuring the Board will have good insight into the longer-term plans for SGD, ensures that Trinity's commitment to SGD is delivered on in the short and medium term, it allows engagement with people active in this space and it also gives an approach that minimises financial risks for Trinity.

- **CERN Developments**

The Provost welcomed the announcement by Minister Harris that his Department will prepare a submission for Government to consider Ireland's membership of CERN and advised that she encourages support for the proposal. In particular, she noted that membership of CERN would be great news for researchers in Ireland.

The Provost extended her thanks to those in the Trinity community who have advocated for this for some time. In particular, she acknowledged the work of Professor Sinéad Ryan in the School of Mathematics and Michael Mitchell, PhD researcher and founder of the Theoretical Physics Student Association, who had maintained a momentum regarding this issue and extended her thanks to them for having the opportunity to speak at a meeting in Trinity attended by public representatives from across the political spectrum to discuss this matter.

- **British-Irish Parliamentary Assembly**

It was noted that the Provost attended the British-Irish Parliamentary Assembly on 24 October 2022 where she delivered a speech on the role of a university. She also had the opportunity to meet several Trinity alumni including a Plaid Cymru member of the Welsh Parliament, and Trinity graduate of History and Political Science, 2003.

- **League of European Research Universities (LERU)**

Noting an upcoming LERU Rectors' Assembly and a LERU Board of Directors meeting the Provost advised that she had met with members of Trinity who are engaged in LERU to discuss the future focus of the initiative. She also advised the Board that there had been several beneficial papers on research, assessment, interdisciplinary research and academic freedom.

- **Open Day**

The Provost noted her thanks to everyone who had been involved in organising the Open Day held on Saturday 5 November 2022.

In response to a comment from Board members in respect of the optimal timing of Open Day, the Senior Lecturer/Dean of Undergraduate Studies advised that he would reflect on this matter and give it careful consideration.

Action/Decision

068.01 The Board received the report from the Provost.

BD/22-23/069 Any Other Urgent Business

There were no other items of urgent business.

SECTION A2**BD/22-23/070 Child Protection Policy**

The Board considered and approved the memorandum from Ms Victoria Butler, Assistant Secretary and Child Protection Officer, Professor Catherine McCabe, Dean of Students, and Ms Sheena Brown, Project Manager, Secretary's Office, dated 2 November 2022 and the Revised Child Protection Policy as presented.

SECTION B**BD/22-23/071 Board Business****(i) Callover**

The Board noted the callover updated to 19 October 2022.

(ii) Outcomes

The Board noted the Board outcomes from the meeting of 19 October 2022.

BD/22-23/072 Estates Policy Committee

The Board noted and approved the draft minutes of the following meetings:

- (i) 28 September 2021
- (ii) 15 October 2021
- (iii) 9 December 2021
- (iv) 14 March 2022
- (v) 9 June 2022, and Appendix A - Revised Terms of Reference for Estates Policy Committee

BD/22-23/073 Quality Committee

The Board noted and approved the draft minutes of the meeting of 20 October 2022, and the Appendix 1: Royal Irish Academy of Music-Revised Quality Standards and Assurance Policy.

BD/22-23/074 Safety Committee

The Board noted and approved the minutes of the meeting of 17 June 2022.

SECTION C

BD/22-23/075 Inter-Institutional Collaboration Agreement with the Royal Irish Academy of Music

The Board noted and approved the memorandum from the Associate Dean of Undergraduate Common Architecture, Chair of Trinity Electives Sub-Committee dated 3 November 2022.

BD/22-23/076 Higher Degrees

The Board noted Higher Degrees, approved by Council on 2 November 2022.

BD/22-23/077 Prizes and Other Awards

(i) St Luke’s Cancer Research Fund Prize

The Board noted and approved the memorandum from the Head of Discipline, Radiation Therapy, dated 3 November 2022.

(ii) Gold Medal Nominations

The Board noted and approved the memorandum from the Senior Lecturer/Dean of Undergraduate Studies dated 2 November 2022.

BD/22-23/078 New resolutions under the existing Bank of Ireland p.l.c. banking mandate

The Board noted and approved the memorandum from the Project Appraisal Manager and the Treasury Accountant dated 9 November 2022 and approved the requirements for the new account opening and the amendment to the authorised signatory list.

BD/22-23/079 Sealings

The Board noted the Sealings.

This information is restricted due to commercial sensitivity.

BD/22-23/080 Report from the Student Conduct and Capacity Committee

The Board noted the memorandum from the Registrar dated 2 November 2022

SECTION D

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

Signed:

Date: