



Trinity College Dublin

Coláiste na Tríonóide, Baile Átha Cliath

The University of Dublin

Board Meeting 18 October 2023

This meeting was held in the Trinity Board Room

Present: Chairperson (Mr P Farrell), Provost (Dr L Doyle), Vice-Provost/Chief Academic Officer (Professor O Sheils), Professor K Ahmad, Professor I Arnedillo Sánchez, Ms A Bennett, Professor A Dignam, Ms T Doyle, Professor C O'Farrelly, Ms I Goggin, Dr N Hardiman, Dr M Kelly, Professor D Jones, Professor C Leahy, Ms R Mathews McKay, Mr L Molnárfi, Prof A Nolan, Professor J Walsh, Mr A White.

Apologies: Professor M Cunningham, Mr K Byrne, Professor L Roe.

In attendance: Secretary to the College/Director of Governance - Designate (Ms V Butler).

(ex officio) Secretary to the College (Mr J Coman), Interim Treasurer/Chief Financial Officer (Ms L Ryan), Bursar/Director of Strategic Innovation (Professor E Denny), Chief Operating Officer (Ms O Cunningham).

SECTION A

BD/23-24/036 Statements of Interest

The Chair advised the Board that a statement of potential conflict of interest had been received from Ms Butler, Mr Coman, Ms Cunningham, Ms Ryan, and Mr Magee in respect of agenda item A.7 Trinity Online Services CLG. Having discussed the item with the individuals, the Chairperson proposed, and it was agreed, that they would remain in the meeting for the item.

The Secretary to the College advised the Board that he had received a statement of potential conflict of interest from Ms Butler and Ms Ryan in respect of agenda item C. 23 Changes in Company Directorships and Memberships. Having discussed the item with Ms Butler and Ms Ryan, the Secretary to the College proposed, and it was agreed, that they would leave the meeting for the discussion on the item.

BD/23-24/037 Minutes of the Meeting of 20 September 2023

The Board approved the draft minutes of the meetings of 20 September 2023 subject to a correction to the title used for Dr Hardiman and a minor correction to the minute numbering.

BD/23-24/038 Matters Arising

The following item was raised under matters arising:

(i) **BD/23-24/009 Board Composition**

The Secretary to the College advised the Board that the expressions of interest process in respect of Ministerial nominees to the Board had closed on 28 September 2023 and that the matter was now with the Department of Further and Higher Education, Research, Innovation and Science for consideration.

(ii) **BD/23-24/013 Trinity South Renewal Programme, BD/23-24/014 Trinity East Project and BD/23-24/015 Dartry Accommodation Project**

The Secretary to the College advised the Board that these proposals had been considered by the Finance Committee at its meeting on 28 September 2023.

Professor Arnedillo Sánchez joined the meeting at this point.

BD/23-24/039 Academic Services Division – Overview of Student and Research Trends

The Vice-Provost/Chief Academic Officer invited the Board's attention to her presentation, dated 18 October 2023, which had been circulated in advance. She provided the Board with an overview of the Academic Services Division noting that the Division has responsibility for research and education in the University, with special responsibility in relation to academic staff matters, academic and research policy, and strategic planning. The Vice-Provost/Chief Academic Officer also gave an overview of how the student profile has changed in recent years, of the research structure and funding and concluded by advising the Board of the new System Performance Framework 2023-2028, launched by the Higher Education Authority.

Responding to a query from a Board member, the need for further investment in research infrastructure was acknowledged and the Vice-Provost/Chief Academic Officer agreed to provide additional details in respect of research overheads to that Board member.

Responding to comments from Board members in respect of the growth and diversity of the student body, the Vice-Provost/Chief Academic Officer advised that the current levels are in keeping with the Strategic Plan 2020-2025 and that further consideration will be given to this matter in the development of the next plan, noting that the Board can consider the most appropriate strategic direction.

Responding to comments from a Board member, the Vice-Provost/Chief Academic Officer acknowledged the importance of maintaining good retention rates and the importance of supports for student wellbeing was acknowledged. It was also noted that further consideration could be given to the University's engagement with University rankings criteria.

In response to comments from a Board member in respect of IT infrastructure, the Vice-Provost/Chief Academic Officer clarified that the Chief Operating Officer has been asked to develop proposals in respect of a Digital Transformation Project, noting however there are significant associated funding challenges to overcome. The Chief Operating Officer advised that a group had been established to develop a strategy in this regard and it will be considered by the relevant committees, as appropriate.

The Chairperson noted, and the Chief Operating Officer agreed with, the importance of receiving the input of the Board into the strategy. The Provost noted that the new Critical Infrastructure Committee will have a significant role in the development of the strategy and the Board will need to consider all strategic decisions in the round.

Professor Ahmad left the meeting at this point.

Responding to comments from Board members, the Vice-Provost/Chief Academic Officer advised that the new System Performance Framework replaces the Performance Compact, and will require continuous high-level reporting for a four-year period. She also clarified that discussions in respect of the Admissions Policy are underway.

The Chairperson closed the item by noting that the current Strategic Plan is in place until 2025 and that the Board will have significant input into the development of the next Strategic Plan, with responsibility for certain key decisions.

Action/Decision

039.01 The Board received the briefing from the Vice-Provost/Chief Academic Officer dated 11 October 2023.

BD/23-24/040 Role Grading Policy (Revised)

Ms Antoinette Quinn joined the meeting for this item.

The Chairperson introduced this item noting that it was on the agenda in Section A.2, as it had been previously considered by a Principal Committee, but would be considered at this point in the meeting as was agreed at the last meeting of the Board. In addition, it was noted that this was a review of an existing policy and the revised policy had been subject to discussions with, and approval by, staff representative groups.

Responding to comments from a Board member, the Provost advised the Board of the three main areas being considered in respect of staff and career opportunities, noting that it was envisaged that proposals in respect of these would be developed in the coming months.

A Board member noted the importance of clarifying that all discussions with the staff representative groups had focused on the Role Grading Policy, which would not preclude a separate and distinct promotions process for professional staff. The Provost clarified that there would be appropriate engagement with all stakeholders in respect of any discussions on promotional opportunities for professional staff.

In response to a query from a Board member it was agreed that the cover sheet for this item would be amended to reflect links to other policies where appropriate.

Action/Decision

040.01 The Board considered and approved the memorandum from the Director of Human Resources and the Head of Human Resources Planning and Process Improvement, dated 14 September 2023, and the accompanying revised Role Grading Policy.

Ms Quinn left the meeting at this point.

BD/23-24/041 Board Meetings Organisation

(i) Draft Board Work Programme 2023-24

The Secretary to the College introduced this item with reference to his memorandum which had been circulated in advance. He summarised the Board Work Programme and it was noted that it would be frequently revised as the new governance structures become embedded. In addition, he advised Board members that it is proposed to reduce the number of Board meetings in the new year but that the dates of all meetings should continue to be held in their diaries for the moment.

(ii) Draft Revised Board Agenda

The Secretary to the College/Director of Governance – Designate provided the Board with a summary of the proposed changes to the Board agenda, which will see Sections C and D falling away as the more routine items of business are to be considered by the Principal Committees.

Several Board members welcomed the revised Board agenda and the simpler and more concise format. The importance of the Board maintaining a focus on the work of the Academic Council was acknowledged.

In response to comments from a Board member, the importance of the Board in respect of giving guidance and direction on strategic items was acknowledged and it was noted that it will take some time to embed the new committee structures.

The Chairperson voiced a proposal to hold a Board Away Day session on the afternoon of 15 November 2023, and it was agreed that such a session would be beneficial for Board members; Secretary to the College advised that he would make the necessary arrangements.

In response to comments from Board members, the Chairperson proposed, and it was agreed, that he should meet regularly with the Chairs of the Principal Committees to assist with the implementation of the new committee structures.

Action/Decision

041.01 The Board noted and discussed the memorandum from the Secretary to the College, dated 16 October 2023, and discussed the draft Board Work Programme 2023-24.

041.02 The Board noted and discussed the memorandum from the Secretary to the College, dated 16 October, and the accompanying draft revised Board Agenda.

041.03 It was agreed to schedule a Board Away Day session for the afternoon of 15 November 2023.

041.04 It was agreed that the Chairperson of the Board is to have regular meetings with the Chairs of the Principal Committees over the academic year to assist with the implementation of the new committee structures.

BD/23-24/042 Quarterly Financial Review and Forecasts

Ms Doyle joined the meeting at this point.

The Interim Treasurer/Chief Financial Officer introduced the item with reference to her presentation, dated 10 October 2023, which had been circulated in advance. She provided the Board with a summary of the key financial highlights in respect of the University's financial performance for the third quarter of the financial year 2022/23 and for the full year forecast to 30 September 2023. The Interim Treasurer/Chief Financial Officer also gave an overview of the Financial Summary Dashboard under headings including academic fee income, research income, capital projects, pay costs and cashflow.

The Interim Treasurer/Chief Financial Officer, responding to a query from a Board member in respect of casual pay levels, agreed to get further detail from Human Resources in respect of trends and would liaise with the Board member directly on the matter.

Responding to queries from some Board members in respect of variances between budgeted and forecast position, the Interim Treasurer/Chief Financial Officer provided some clarifications and noted that fee income receipts largely occur at particular times of the year whilst operational costs accrue throughout the year.

Action Decision

042.01 The Board noted and discussed the presentation from the Interim Treasurer/Chief Financial Officer.

Professor Ahmad re-joined the meeting at this point.

BD/23-24/043 Trinity Online Services CLG

The Chief Operating Officer introduced this item in her capacity as a Director of the company and provided the Board with an overview of the formation and status of the company, which had been incorporated in April 2015, following Trinity Board approval.

Noting the risks and challenges of maintaining the company, the Chief Operating Officer outlined four options for the Board. She advised the Board that the preferred option would be to transfer the Trinity Online Services team and services to the University and to close the company.

The Chief Operating Officer concluded by advising the Board that a further action, following discussion with the Vice-Provost/Chief Academic Officer, will be to undertake a review to establish if elements of this service need to be moved elsewhere.

The Chairperson thanked the Chief Operating Officer and opened the item for discussion.

A Board member noted the importance of capturing the lessons learned from this item which could inform future decision making.

In response to queries from Board members Mr Magee and the Chief Operating Officer provided the rationale for the establishment of the company and further outlined the difficulties that had been experienced to date.

Several Board members supported the preferred proposal and noted the importance of engaging with the academic staff in relation to the requirements for the development of online programmes. The opportunities to benefit from existing knowledge across the University was also acknowledged.

In response to a query from a Board member, the Vice-Provost/Chief Academic Officer noted the importance of having these skills within the University, which could help deliver future academic initiatives, some of which were already being developed.

In response to queries from Board members in relation to the closing of the company, the Chief Operating Officer confirmed that a consultative process was underway with the staff in the company and she confirmed that it was no longer viable to retain the company.

The Chairperson concluded the item summarising the comments from Board members and noting that any new operating model should be closely informed by the academic need.

Action/Decision

043.01 The Board considered and approved the proposal from the Chief Operating Officer/Director of Trinity Online Services CLG dated 11 October 2023.

BD/23-24/044 Proposed Changes to the 2010 Consolidated Statutes - Schedule 1 to Chapter on Professors (Established Chairs)

The Registrar, Professor Neville Cox, joined the meeting for this item.

The Registrar, with reference to his memorandum, dated 11 October 2023, provided the Board with a summary of the proposed changes to the Schedule noting that these were routine amendments to update the list of Established Chairs to reflect new and renamed Chairs, which had been approved by Council.

The Provost, responding to comments from a Board member in respect of the naming of a specific Chair, advised the Board that there is a committee tasked with managing the recruitment of Chair Professorships and the Gift Acceptance Committee oversees philanthropic donations. In addition, she clarified for the Board that the funder of the post in question would have no input into the research to be undertaken by the post holder.

Some Board members noted the need for careful consideration to be given to the naming of posts and the acceptance of philanthropic donations. In response to the comments, the Provost advised the Board that a significant level of due diligence is undertaken by the Gift Acceptance Committee in Trinity Development and Alumni and that the drafting of a naming policy for the University was also in progress.

In response to a query from a Board member, the Registrar clarified that should it come to pass in the future that a funder of such a position has transgressed the values of the University it would be possible to rename the post and to amend the Statutes accordingly while retaining the staff member.

Responding to further comments from Board members, it was noted that the specific request to the Board was to approve the amendments to the Statutes and that a broader discussion in respect of the naming policy could be facilitated at a future meeting of the Board.

The Registrar, responding to the comments from Board members, proposed a revision to the amendments noting that if accepted the list of Chairs in the Statutes would be incomplete. The potential consequences for the post holder was also acknowledged.

Action/Decision

045.01 The Board considered and approved the memorandum from the Registrar dated 11 October 2023 and the accompanying Statute amendments subject to one proposed revision.

Professor Ahmad left the meeting at this point.

BD/23-23/045 2010 Consolidated Statutes – Assent of the Fellows

The Registrar remained in the meeting for this item.

The Registrar advised the Board that the assent of the Fellows to the last set of proposed amendments had been received. In addition, he advised the Board that a revised call for the newly eligible Fellows was to be issued later that day.

Action/Decision

045.01 The Board received the verbal report from the Registrar.

The Registrar left the meeting at this point.

BD/23-24/046 Annual Officer

The Board approved the memorandum from the Provost, dated 18 October 2023, which had been tabled and the nomination of Professor Nigel Stevenson as Warden of Trinity Hall as contained within.

BD/23-24/047 Strategic Capital Projects Dashboard

The Board noted the Strategic Capital Projects Dashboard as presented.

The confidential nature of Board business was noted.

BD/23-24/048 Provost's Report

The Provost gave a report under the following heading:

(i) Budget 2024

The Provost advised the Board that many efforts had been made to register the importance of funding further and higher education with Government officials in advance of the recent Budget announcement. She noted that it is understood that on foot of the co-ordinated campaign by the universities to the Government, additional funding had been allocated to the sector. The Provost noted that while some progress had been made, the sector as a whole remains underfunded and she emphasised the importance of continuing to raise the matter.

She advised the Board that discussions with the Government in respect of the National Training Fund, and the potential for it to be used to allocate additional funding to the universities, were continuing; she noted the importance of trying to progress this matter.

The Provost expressed her thanks to everyone who took action in response to her communication in respect of the Budget, noting that it had made a difference to the funding allocated to the sector.

A Board member welcomed the report from the Provost and noted the importance of continuing to campaign for increased funding for Irish universities.

In response to comments from a Board member in respect of the local elections scheduled for 2024, it was noted that consideration could be given to developing and sharing some consistent messaging with staff and students, should they wish to raise the matter of funding with local politicians.

In response to comments from a Board member, it was noted that the Students' Union President would be participating in a debate with An Taoiseach, Leo Varadkar, T.D., in the Hist (College Historical Society) on Friday, 20 November 2023 where he intended to discuss government funding of the higher education sector.

The Provost concluded by noting that the Irish Universities' Association (IUA) had also been helpful in leading initiatives to highlight the importance of appropriately funding Irish universities.

BD/23-24/049 Any Other Urgent Business

The following item was raised:

(i) Retirement of Secretary to the College

The Provost advised the Board that this was the last meeting at which Mr Coman, Secretary to the College, would be in attendance due to his retirement at the end of the month. She thanked him for his commitment and dedication to the role, his sound judgement and remarkable attention to detail. In particular the Provost thanked Mr Coman for all of his work in respect of the Higher Education Authority Act, 2022 and the Supplemental Charter of 2022, noting that due to Mr Coman's commitment, Trinity was the first Irish university to have implemented the new Board structure as prescribed under the legislation. She concluded by expressing both her own personal thanks to Mr Coman and the thanks of the University.

The Chairperson, echoed the sentiments of the Provost, and extended his thanks to Mr Coman for his support and guidance during his time on the Board. He thanked Mr Coman for his service to the University and to the Board.

Board members rose to their feet and gave Mr Coman a round of applause.

Mr Coman thanked the Provost, the Chairperson, and the Board members. He also thanked Ms Sorcha De Brunner and Ms Fionnuala Flanagan for their dedicated work in supporting the secretariat of the Board. Mr Coman wished the Board and the University every success in the future and expressed his gratitude for his enjoyable time in Trinity. He concluded by extending his good wishes to Ms Butler, Secretary to the College/Director of Governance – Designate, as she would be taking up the role with effect from 1 November 2023.

SECTION A.2

BD/23-24/050 Role Grading Policy (Revised)

This item was taken earlier in the meeting.

SECTION B

BD/23-24/051 Board Business

(i) Callover

The Board noted the callover updated to 20 September 2023.

(ii) Outcomes

The Board noted the Board outcomes from the meeting of 20 September 2023.

BD/23-24/052 Finance Committee

The Board noted and approved the draft minutes of the meeting of 28 September 2023.

BD/23-24/053 Audit Committee

The Board noted and approved the draft minutes of the meeting of 7 June 2023.

SECTION C

BD/23-24/054 Membership of Committees

The Board noted the memorandum from the Registrar dated 16 October 2023

BD/23-24/055 Draft Terms of Reference of Committees

The Board noted the memorandum from the Secretary to the College and the Registrar dated 16 October 2023.

BD/23-24/056 Student Conduct and Capacity Committee

The Board noted and approved the memorandum from the Registrar dated 13 October 2023.

BD/23-24/057 Prizes and Other Awards

(i) Gold Medal Nominations

The Board noted and approved the memorandum from the Senior Lecturer/Dean of Undergraduate Studies dated 6 October 2023.

(ii) Postgraduate Travelling Scholarship in Surgery

The Board noted and approved the memorandum from the School of Medicine dated 11 September 2023.

BD/23-24/058 Higher Degrees

The Board noted the Higher Degrees, approved by Council on 2 October 2023.

BD/23-24/059 Changes in Company Directorships and Memberships

The Board noted and approved the memorandum from the Governance Manager dated 11 October 2023.

BD/23-24/060 Related Entity Financial Reporting

The Board noted the memorandum from Interim Treasurer/Chief Financial Officer dated 9 October 2023.

BD/23-24/061 Sealings

The Board noted the Sealings (attached as appendix 1 to this minute).

This information is restricted due to commercial sensitivity.

BD/23-24/062 Memorandum of Understanding - Church of Ireland Theological Institute

The Board noted and approved the memorandum from the Registrar dated 11 October 2023.

BD/23-24/063 Senate Business – Recommendations for the award of the degree MA (jure officii)

The Board noted and approved the memorandum from the Registrar dated 13 October 2023.

SECTION D

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

Signed:

Date: