Incorporating any amendments approved at subsequent Board meetings



Board Meeting 6 November 2024

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 I Arnedillo Sánchez, Mr Hamza Bana, Ms D Caden, Professor A Dignam, Ms T Doyle, Dr N Hardiman, Professor A Kahane, Dr M Kelly (Deputy Chairperson), Professor C Leahy, Ms J Maguire, Ms R Mathews McKay, Ms O Muldoon, Professor A Nolan, Dr D Thornhill, Professor J Walsh, Mr A White, Dr J Wyse.

Apologies: Professor M Cunningham, Ms I Goggin, Professor D Jones, Professor C O' Farrelly.

In attendance

(ex officio) Secretary to the College/Director of Governance (Ms V Butler), Bursar/Director of

Strategic Innovation (Professor E Denny), Treasurer/Chief Financial Officer (Ms L Ryan).

In attendance

Chief Innovation and Enterprise Officer (Dr M Olmstead), Project Manager, Secretary's Office (Ms S Brown).

BD/24-25/041 Statements of Interest

There were no statements of interest.

BD/24-25/042 New Members' Declaration

At the invitation of the Chairperson Ms Deirdre Caden made the declaration in the language of her choice.

The Chairperson reminded the Board that it had been agreed that the Board discussion would focus on items listed under section A.1 of the agenda and that should Board members wish to discuss any items under sections A.2, B, C or D, they should submit a request in advance of the meeting to the Secretary to the College/Director of Governance.

The Chairperson reminded the Board of the importance of respecting the confidentiality of Board business and noted that should any member wish to discuss any Board matter with other colleagues or peers that they should raise this at the Board meeting for decision on how best to deal with this.

SECTION A.1 POLICY AND STRATEGIC MATTERS

BD/24-25/043 Minutes

The Board approved the draft minutes of 9 October 2024, pending a change requested by a Board member relating to item BD/24-25/008 Strategic Plan Update.

BD/24-25/044 Matters Arising from the Minutes

The following matters were raised under matters arising:

BD/24-25/006 Task Force – Terms of Reference

The Provost advised that the proposed changes by the Board had been incorporated into the Task Force Terms of Reference and that they had been approved by the University Council on 16 October 2024. She noted that Council had suggested that membership could include a diverse international

perspective and postgraduate student representation. She reported that the Senior Dean had met with the Chair of the Task Force and that a meeting would be scheduled once the membership was in place.

BD/24-25/013 Science Gallery Dublin

The Bursar/Director of Strategic Innovation reported that a proposal for the alternative use of the Science Gallery space would be brought to Finance Committee and likely to December Board for consideration.

BD/24-25/045 Provost's Report

The Provost provided a verbal report under the following four headings.

(i) US Elections

The Provost acknowledged the potential impact the recent US election result could have internationally, including on Ireland and Universities, and noted that this should form part of our considerations about risks which feature on the University's Risk Register.

(ii) National Elections

The Provost reported that there was a concentrated effort across the University sector ahead of the announcement of the general election to promote university issues onto the electoral agenda using three slogans agreed by the IUA: "Back students"; "Fund the future"; "Invest in research". She acknowledged that, in the past, higher education issues tended not to be prioritised on the political agenda, but considered that the slogans were usable and useful for changing this.

(iii) Sport

The Provost informed the Board that the application for funding for the Iveagh Grounds under the Government's Large Scale Sport Infrastructure Fund 2024 (ISSIF) had been unsuccessful. Feedback had been sought but was unlikely to be received before the new year. Projects not funded would be placed on a reserve list but more information about this was also unlikely to be available until 2025. She noted that planning permission may have been a determining factor in deciding which proposals were funded (the Iveagh Grounds does not have planning permission in place) and that this would be considered for any future applications. In response to a query from a Board member, the Chief Operating Officer advised that there was no indication that the decision had been linked to community involvement in the proposal and that there had been good engagement with key members of the community as well as discussions with local politicians. It was also noted that no other universities had received funding under the call. The Provost confirmed that the University remains committed to developing the Iveagh Grounds site.

(iv) Research

The Provost drew the Board's attention to some recent research funding successes, namely SFI Frontiers for the Future funding of which Trinity had received some 37% of the total funding awarded, and the awarding of a major European Research Council Synergy grant. She welcomed that the new EU Commissioner for Research Ekaterina Zaharieva had emphasised the need for the simplification of processes in the EU and the need for EU countries to reach the target spend of 3% of GDP on research and innovation (Ireland is currently at 1%).

In response to a query from a Board member, the Provost confirmed that Trinity works with the IDA, IBEC and other bodies and noted that the EU move towards awarding research funding on the basis of public-private partnership has heightened the importance of high-level researchers working with companies. The Chairperson undertook to invite the Chief Innovation and Enterprise Officer to present on the issue of partnership with companies in more detail at a future meeting of the Board.

Action/Decision

045.01 The Board received the verbal report from the Provost.

045.02 The Chief Innovation and Enterprise Officer to be invited to present on the issue of research partnership with companies in more detail at a future meeting of the Board.

Major Strategy Item

BD/24-25/046 Strategic Plan 2020-2025 Progress Report

Ms Geraldine Anderson, Head of the Data Analytics and Strategic Initiatives Unit, joined the meeting for this item.

The Vice-Provost/Chief Academic Officer introduced the Strategic Plan 2020-2025 Progress Report by informing the Board that since the launch of the Strategic Plan 2020-2025, bi-annual updates had been provided to the Board on the status of its 115 KPIs. She noted that many of the KPIs were broad in their ambition and did not have a defined end point, making them difficult to measure empirically and advised that one of the lessons learnt for the next strategic plan would be to have more defined KPIs.

Ms Anderson presented the update with reference to her and the Vice-Provost/CAO's presentation dated October 2024 which had been circulated in advance. She noted the significant progress that had been made, with overall 30% of KPIs having been completed and 50% on track to completion. She drew the Board's attention to a small number of KPIs (4%) that would not be completed, mainly due to financial constraints. She noted that due to the wording of some of the KPIs it was not possible to mark them as complete. She advised that a range of barriers hindering completion had been identified. However it was expected that 32% of outstanding items (green and amber) would be completed within the life of the current plan. A number of items were identified by owners as remaining relevant beyond the current strategic plan, either because the items has become part of business as usual, or because the ambition remains relevant.

Mr Walsh joined the meeting at this point.

The Chairperson thanked the Vice-Provost/Chief Academic Officer and Ms Anderson and invited questions from Board members.

Mr Whyte and Dr Hardiman jointed the meeting at this point.

In response to a query from a Board member, the Vice-Provost/Chief Academic Officer confirmed that the next strategic plan would have a smaller number of KPIs that would be objectively measurable where possible, and that it would include a statement on how the plan would change the University. A number of Board members considered that the current KPIs were about measuring progress and should reflect the efforts of staff on the ground in achieving the goals of the Strategic Plan and that the approach of marking some of the KPIs marked as incomplete was overly harsh. The Vice-Provost/Chief Academic Officer clarified that the intention was to capture the nuance that while much had been achieved, there was still room for improvement and advised that in the next strategic plan, signposts that would mark achievement more clearly would be included.

The Chairperson summarised the discussion by noting that the Strategic Plan 2020-2025 had been extremely ambitious and challenging and that in formulating the next strategic plan, the Board would have to decide on an appropriate level of ambition, informed by the impact that it would have on staff, the Board, Management and students. He noted that at the launch of the next strategic plan it would be important to celebrate the achievements of all of those involved in delivering the previous strategic plan.

Action/Decision

046.01 The Board noted the Strategic Plan 2020-2025 Progress Report.

Ms Anderson left the meeting at this point.

BD/24-25/047 Strategic Plan 2025-2030 Update

The Vice-Provost/Chief Academic Officer introduced the item with reference to the presentation from her, the Treasurer/Chief Financial Officer and the Chief Operating Officer, dated 30 October 2024 which had been circulated in advance.

She informed the Board that the Board Working Group meets regularly as does an internal working group and that there is also collaboration with the Treasurer/Chief Financial Officer and Chief Operating Officer in the development of the plan. She asked that Board confirm the five key strategic themes that would form the foundation of the next strategic plan, namely, Research, Education, Sustainability, Students and Staff. Noting that digital transformation would be a key enabler for the strategic plan, underpinning each of the strategic themes, she asked the Board to approve the direction of travel which would involve scoping out what is meant by digital transformation, and what it could mean for the university. If approved, she undertook to come back with various scenarios, including options for funding the digital transformation project. She outlined in broad terms the large investment in digital transformation that would be required over the 5-year period of the plan.

The Chairperson thanked the Vice-Provost/Chief Academic Officer and opened the item to the floor for questions. There was some consensus that the operational elements of digital transformation need to be de-coupled from the more strategic elements (such as generative AI and high-performance computing) and that a clearer picture of where the digital strategy fits in the overall strategy should be provided.

A number of Board members emphasised that human oversight of any digital transformation process would be vital, that might address current weaknesses such as high staff turnover and staff training. Communication was also considered key, and the importance of the management of the implementation of any new processes through careful planning, quality communication and policy.

In the course of discussion, the Vice-Provost/Chief Academic Officer clarified that digital transformation would not comprise the strategy, rather that it would underpin the five strategic themes identified and it was confirmed that through the work of the Board Working Group, a lot of thought has gone already gone into the key objectives under each of the five themes which would be shared with the Board.

The Chairperson summarised the request to the Board, noting that it was generally recognised that the university has a digital deficit that needs to be addressed, and that the Board was being asked to approve the scoping out now, as part of this strategic planning cycle, of the digital transformation project and what it would mean for the University. He confirmed that a number of options would be provided for the consideration of the Board, ranging across a spectrum from a Digital University to a university with digitally enabled processes. He confirmed that the scoping out of the project would be conducted in a consultative manner. It was clarified that the Board was not being asked to approve any funding at this stage and nor should funding considerations limit the scoping exercise.

The Vice-Provost/Chief Academic Officer confirmed that the key objectives of the five themes would be included in the next strategic plan update to the Board.

The Board approved the request to scope out the digital transformation project as part of this strategic planning cycle.

Action/Decision

047.01 The Board approved the memorandum from the Vice-Provost/Chief Academic Officer, the Treasurer/Chief Financial Officer and the Chief Operating Officer, dated 30 October 2024 and the request to scope out the digital transformation project as part of this strategic planning cycle.

Critical Infrastructure Matters

BD/24-25/048 Strategic Capital Projects Dashboard

The Bursar/Director of Strategic Innovation introduced the Capital Projects Dashboard dated October 2024 referring to the presentation which had been circulated in advance.

She drew the Board's attention to an issue that had arisen in relation to the E3 Learning Foundry project that could impact the project's completion date. She confirmed that the project remains within the Board-approved financial envelope.

048.01 The Board received the updated Capital Projects Dashboard dated October 2024.

BD/24-25/049 Old Library Redevelopment Project

Professor Eoin O'Sullivan, Senior Dean, and Ms Edwina Hegarty, Programme Manager, joined the meeting at this point.

Professor O'Sullivan introduced the item with reference to the presentation from him and the Programme Manager dated 29 October 2024 which had been circulated in advance. He updated the Board under the following headings:

- Project Synopsis
- Timeline from Board approved Business case to expected reopening
- Revised Scope
- Current Project Scope
- Vision
- Project Status
- Alignment with Trinity Strategic Plan 2020-2025
- Budget and Funding
- Trinity Stage Gate Process and Deliverable in the current requested stage
- Request to bring forward expenditure for Stage 1.

The Chairperson thanked Professor O'Sullivan and Ms Hegarty and opened the item for questions. In response to a query from a Board member, the Vice-Provost/Chief Academic Officer confirmed that the Old Library Development Project will continue into the term of the next strategic plan since it is a project to which the university is already committed.

The Board approved the request to bring forward the funding for Stage 1, which will be funded through existing philanthropic donations and Government grant funding and to progress through Stage 1 to develop the preliminary business case, award the integrated design team (IDT) and PM/QS team and return to the Board at Gate 1 with a completed detailed business case, high-level design and high-level costs.

Action/Decision

049.01 The Board approved the presentation from the Senior Dean and Programme Manager dated 29 October 2024 and the request to bring forward the funding for Stage 1, and to progress through Stage 1 to develop the preliminary business case, award the integrated design team (IDT) and PM/QS team and return to the Board at Gate 1 with a completed detailed business case, high-level design and high-level costs.

Ms Hegarty left the meeting at this point.

BD/24-25/042 New Members' Declaration

At the invitation of the Chairperson, Professor John Walsh made the declaration in the language of his choice.

Other

BD/24-25/050 Marino Institute of Education

Professor Eoin O'Sullivan, Senior Dean, remained in the meeting for this item.

Professor O'Sullivan provided a verbal report on recent developments of relevance to the Board relating to the Marino Institute of Education (MIE), an Associated College of Trinity College Dublin with which Trinity has had an association since 1976. He provided the Board with a summary of the history of the relationship between MIE and Trinity and of the governance structures. He informed the Board that Trinity and the Christian Brothers are co-trustees of MIE and that he is the Provost's nominee as Chairperson of the Governing Body. He outlined the issues that had arisen and undertook to keep the Board informed of any further developments of relevance.

Action/Decision

050.01 The Board received the verbal report from Professor O'Sullivan.

Professor O'Sullivan left the meeting at this point.

BD/24-25/051 Report on the External Review of the Board

Mr Michael Farrell, External Reviewer, joined the meeting for this item.

Mr Farrell introduced the item to the Board with reference to his report dated 30 September 2024 which had been circulated in advance. Mr Farrell summarised his background and thanked the Provost, Chairperson, Secretary to the College/Director of Governance, Deputy College Secretary and members of the Board who had participated in the review. He advised that the report had been compiled from the questionnaire responses and comments and from a series of meetings with Board members which had covered the full spectrum of the membership of the Board.

Mr Farrell noted that there had been a number of significant changes to the composition and functions of the Board to align it with the HEA Act 2022. He highlighted a number of positive findings that related to the administration and management of meetings, the dynamics of the Board and the financial information and internal controls which broadly had been found to be satisfactory. He listed a number of areas where improvements could be made, such as the management of the agenda and consideration of the matters reserved to the Board, the number of meetings, the volume and timing of information and maintaining the focus on strategic issues.

Mr Farrell raised the issue of communication from the Board and considered that early communication of outcomes would be preferable. He noted that the diversity of membership had been raised, recognising that this can be challenging to address. He drew the Board's attention to the need to monitor the line between governance and management and to ensure that there is a clear understanding of the roles and responsibilities designated under the legislation, i.e., that the Board is responsible for overseeing the direction, strategy and risk, whereas the Provost is responsible for their execution.

With regard to the issue of confidentiality, Mr Farrell emphasised that confidentiality is vital for the functioning of the Board and recommended that if there was a continuing need to address breaches of confidentiality that the University's Code of Conduct could be a means of dealing with the matter. He raised a linked issue of the importance of Board members understanding the primary meaning of representation and that notwithstanding having been elected by a particular constituency, the primary objective of all Board members was to act in the best interests of the University.

He noted that some concerns had been expressed about the management of risk and in particular that the University Risk Register needs to be brought more regularly to the Board, such as quarterly.

With regard to the Principal Committees of the Board, Mr Farrell noted that some of these had only been recently established and that there needed to be a settling down period. He reported that

there was some frustration expressed due to a lack of understanding in some instances of the role of the Principal Committees which should be advisory and did not have an executive function requiring a budget. He recommended that the Board consider elevating reports from Chairs of Principal Committees to a point higher on the agenda, taking turns so that one substantive report would come to a Board meeting from one Committee at each meeting during the year.

He completed his presentation by noting that overall the feedback had been positive and drew the Board's attention to the recommendations made within the report which ultimately were for the Board's consideration and decision.

The Chairperson informed the Board that he had discussed the findings of the report with the Provost and with the Chairs of the Principal Committees. It was recognised that there were too many items on the matters reserved to the Board and he proposed and the Board agreed that the Secretary to the College/Director of Governance would go through the list to identify potential items that could be delegated to the Principal Committees and to the University Council, and any operational items that could be delegated to the Executive and to bring back a proposal to a future meeting of the Board.

With regard to the Code of Conduct, the Chairperson advised that the proposed changes to the Statutes being brought by the Registrar under a separate item on the agenda, would ensure that it was clear that the Board members were bound by the Code of Conduct. He noted that the Government requires that all universities adhere to the Code of Practice for the Governance of State Bodies and that this will need to be embedded into the University's Code of Conduct. He asked that Board members familiarise themselves with the Code of Conduct before the next meeting.

Regarding the Principal Committees, the Chairperson advised that he had agreed with the Chairs of Principal Committees that if any of them wished to raise a particular matter before the Board that they would notify the Secretary to the College/Director of Governance in advance and that they would be accommodated on the agenda under section A.1 by request.

The Chairperson thanked Mr Farrell for his work on conducting the review of the Board and opened the item to the floor for questions and comment.

In the course of discussion, comments and queries in respect of the Principal Committees were raised. It was clarified that the Chairperson of the Board meets with the Chairs of Principal Committees ahead of every Board meeting. It was further clarified that the role of the Principal Committees is to oversee the executive and to make recommendations to the Board but that ultimately the Board is responsible for any decisions that have financial implications. There was general consensus that the Principal Committees, in particular those that are newly established, need time to embed and that members need to engage with the Chairs and to make positive suggestions where they consider improvements could be made. Moreover, it was noted that all Principal Committees are required to conduct an annual review and that members would have the opportunity to raise any issues through this process. It was agreed that Chairs would be asked to allow space for members to raise any issues they identify and to encourage members to actively engage with the Committee.

Action/Decision

050.01 The Board noted the report from the External Reviewer dated 30 September 2024. **050.02** The Secretary to the College/Director of Governance to go through the matters reserved for the Board to identify potential items that could be delegated to the Principal Committees, to the University Council and any operational items that could be delegated to the Executive and to bring back a proposal to a future meeting of the Board.

Mr Farrell left the meeting at this point.

BD/24-25/052 Remits of Board and Council

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

The Registrar introduced the item with reference to his memorandum dated 30 October 2024 which had been circulated in advance. He reminded the Board that he had been tasked by Council and Board to provide an outline as to the respective roles of Board and Council and how their separate functions interface, both under the Trinity Statutes and as a matter of Irish law. He drew the Board's attention to the request that had been approved by Council to establish a working group of Board and Council that would consider the various points of uncertainty that had been outlined in the report, as circulated, and that this group would propose models of practice to deal with these uncertainties and that the Statutes would be amended accordingly.

The Chairperson thanked the Registrar and opened the item to the floor. In the course of discussion, it was proposed that perhaps there was no issue with the oversight role of the Board and that there was no need for changes to be made. The origin for the request for the relationship between the Board and Council to be clarified was queried and clarification was provided. The Registrar further clarified that the items identified in the report were included as they are the areas of uncertainty within the Statutes.

Following robust discussion, it was agreed that the Registrar would draft a note that would provide clarity for members of the Board, and external members in particular, regarding the roles and responsibilities of the Board and Council as set down in the legislation and Statutes. If this proved sufficient to provide clarity to the Board it was considered that there would be no need for a working group to be established. Should the Board decide that this was necessary, the Chairperson of the Board confirmed that he would look for volunteers from members of the Board to sit on the working group.

Action/Decision

052.01 The Board approved that the Registrar would draft a note to provide clarity for members of the Board on the roles and responsibilities of the Board and Council as set down in the legislation and Statutes.

BD/24-25/053 Proposed Changes to the 2010 Consolidated Statutes

Professor Neville Cox, Registrar, remained in the meeting for this item.

The Registrar introduced the item with reference to his memorandum dated 30 October 2024 that had been circulated in advance.

He provided the Board with a summary of each proposed amendment and the rationale for the changes for the following Schedules of the 2010 Consolidated Statutes:

- Schedule 1 to the Chapter on Provost (Process by which the Provost is chosen by College)
- Schedule 2 to Chapter on Board (Standing Orders)
- Schedule 1 to Chapter on the Chancellor (Nomination and Election of the Chancellor and Pro-Chancellors)

The Board approved the changes to the aforementioned Schedules. With regard to the changes to Schedule 2 to the Chapter on Board (Standing Orders), it was confirmed that there is an existing Code of Conduct and the Secretary to the College/Director of Governance undertook to circulate this to the Board, noting that it is an appendix to the University's Code of Governance.

Action/Decision

053.01 The Board approved the memorandum from the Registrar dated 30 October 2024. **053.02** The Secretary to the College/Director of Governance undertook to circulate the University's Code of Conduct to the Board.

Professor Cox left the meeting at this point.

BD/24-25/054 Any Other Urgent Business

There was no other item of urgent business.

SECTION A.2 POLICY MATTERS ALREADY CONSIDERED BY PRINCIPAL COMMITTEES

BD/24-25/055 Code of Practice for the Governance of State Bodies

The Board noted and approved the memorandum from the Secretary to the College dated 30 October 2024.

BD/24-25/056 Revised Policy on Donations of Collections and Content to the Library

The Board noted and approved the documentation from the Librarian and College Archivist dated 24 October and the revised policy on Donations of Collections and Content to the Library that had been circulated.

BD/24-25/057 Revised Library Content and Collections Security Policy

The Board noted and approved the documentation from the Librarian and College Archivist dated 24 October and the revised Library Content and Collections Security Policy that had been circulated.

SECTION B – MINUTES FROM PRINCIPAL COMMITTEES

BD/24-25/058 Board Business Callover

The Board noted the callover updated to 9 October 2024.

BD/24-25/059 University Council

The Board noted and approved the draft Acta of 16 October 2024.

BD/24-25/060 Critical Infrastructure Committee

The Board noted and approved the minutes of the meeting of 20 February 2024.

BD/24-25/061 Finance Committee

The Board noted and approved the draft minutes of the meeting of 14 October 2024.

BD/24-25/062 Quality Committee

The Board noted and approved the draft minutes of the meeting of 3 October 2024.

SECTION C

BD/24-25/063 International Education Mark/TrustEd Application

The Board noted the memorandum from the Assistant Academic Secretary, Academic Affairs, dated 24 October 2024.

BD/24-25/064 Membership of Committees of Board

The Board noted and approved the memorandum from the Registrar dated 30 October 2024.

In response to a query from a Board member, it was agreed that the external chairperson of the Audit Committee (with their agreement) would be appointed to the Board as soon as a vacancy arises for an external member. It was noted that it is considered best practice for the chairperson of the Audit Committee to be a member of the Board.

Action/Decision

064.01 The external chairperson of the Audit Committee is to be appointed to the Board as soon as a vacancy arises for an external member.

BD/24-25/065 Head of School

The Board noted and approved the nomination of Professor Damien Brennan as Head of the School of Nursing and Midwifery from 7 November 2024 to the end of Trinity Term 2029.

BD/24-25/066 University Benchmarking Analysis

The Board noted the presentation from the Treasurer/Chief Financial Officer, the Head of Financial Planning and Analysis and the Senior Accountant, Financial Planning and Analysis dated 25 October 2024.

In response to a request from a Board member, it was agreed that this item would be discussed in more detail at a future meeting of the Board. The Treasurer/Chief Financial Officer undertook to prepare a presentation for the next Board meeting.

Action/Decision

066.01 The Treasurer/Chief Financial Officer will present on the University benchmarking analysis at the next meeting of the Board.

BD/24-25/067 Prizes and Other Awards

(i) Gold Medal Nominations

The Board noted and approved the memorandum from the Senior Lecturer/Dean of Undergraduate Studies dated 18 October 2024.

(ii) Lucy Gwynn Committee Nominations

The board noted and approved the memorandum from the Senior Lecturer/Dean of Undergraduate Studies dated 18 October 2024.

BD/24-25/068 Related Entity Financial Reports

The Board noted the memorandum from the Treasurer/Chief Financial Officer dated 25 October 2024.

BD/24-25/069 Higher Degrees

The Board noted the Higher Degrees, approved by Council on 16 October 2024.

BD/24-25/070 Sealings

The Board noted the Sealings (attached as Appendix 1 of this minute).

This information is restricted due to commercial sensitivity.

BD/24-25/071 Disciplinary Panel – Chairperson

The Board noted and approved the appointment of Mr Mark Connaughton, S.C., as Chairperson of the Disciplinary Panel (Statutes, Chapter on Academic Staff Conduct, Part 4 refers) for a term of three years, with the approval of the Academic Staff Association, to conclude at the end of the 2026/27 academic year.

SECTION D

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

Signed:	
Date:	