Trinity College Dublin
The University of Dublin

Minutes of the Risk and Compliance Committee

Monday, 20th November 2023, 10.00-11.30

Trinity Board Room

Present: Professor M Cunningham (Chair), Secretary to the College/Director of Governance (Ms V Butler) (Secretary), Chief Operating Officer (Ms O Cunningham), Chief Risk Officer (Ms J Carmichael), Professor J Gilmer, Mr J Harty, College Solicitor (Ms S MacBride), Head of Safety (Dr K Murray), Mr G Woods, Professor J Wyse, Mr D Scott.

In Attendance: Ms S Brown (Minute-taker)

Apologies: Academic Secretary (Ms P Callaghan)

RCC/23-24/1   **Statements of Interest**
There were no statements of interest declared by members.

RCC/23-24/2   **Welcome and Introductions**
The Chairperson welcomed everyone to the first meeting of the Risk and Compliance Committee (RCC) and invited them to introduce themselves.

RCC/23-24/3   **Terms of Reference**
The Chairperson introduced this item with reference to the draft Terms of Reference that had been circulated in advance. The document was taken as read and members were invited to comment. It was noted that following the Board meeting of 18 October 2023 where draft Terms of Reference were noted, the Chairperson of the Audit Committee had made some suggested changes which had been incorporated into the current draft of the document.

In response to a query, it was clarified that the Terms of Reference had been compiled following consultation with key stakeholders, and following consideration of Terms of Reference of Risk and Compliance Committees in peer institutions, using a template shared by all Principal Committees of the Board. The mission and values referred to in section 1.1 referred to the mission and values in the University's Strategic Plan; the RCC will be working on compiling a risk appetite statement which will provide an additional focus for the RCC. In the course of discussion it was clarified that there are a number of areas that although relevant to the work of the Risk and Compliance Committee (RCC) fall under the remit of the

Critical Infrastructure Committee (CIC), such as cybersecurity and capital projects. The importance of avoiding duplication between the Committees was noted and ways of keeping the RCC informed considered, such as through the Chairpersons of both Committees (referenced in section 5.2 of the Terms of Reference), through inviting the CIC to provide an update or through sharing the CIC dashboard with RCC. It was noted that the means of keeping the RCC informed and provided with oversight of relevant issues dealt with at CIC would evolve over time.

The Secretary to the College/Director of Governance undertook to provide a summary overview of the high-level regulatory and compliance obligations of the University (i.e. legislative requirements) to provide oversight to the RCC. She also agreed to circulate framework documents referred to in section 4 of the Terms of Reference, such as the Policy Management Framework and the Risk Management Framework.

Changes to the wording of the draft Terms of Reference were agreed, as follows:
- Section 1.1, bullet point 1: insert 'oversight of' before 'all matters relating to risk'
- Section 4.2: Replace 'implementation' with 'oversight'.

It was clarified that the Data Retention Group referred to in section 4.11 is a newly established group led by the Data Protection Officer.

With regard to RCC membership, the Secretary to the College/Director of Governance advised that the Registrar is working with the President of the Students' Union to identify student representatives to fill the vacancies on the RCC and on other Principal Committees. It was agreed that the Chief Risk Officer would liaise with the Registrar to identify an external member with expertise in risk before the next meeting of the RCC and that the Secretary to the College/Director of Governance would liaise with the Registrar to invite a representative from Coiste na Gaeilge to attend the RCC.

The Chairperson advised that the Terms of Reference would evolve as the year progresses and will be reviewed over the course of the academic year, with further changes being incorporated as required.

Actions:
3.1 Secretary to the College/Director of Governance to provide a summary overview of the high-level regulatory and compliance obligations of the University to provide oversight to the RCC.
3.2 Secretary to the College/Director of Governance to circulate framework documents referred to in section 4 of the Terms of Reference, such as the Policy Management Framework and the Risk Management Framework.
3.3 Agreed changes to be made to the draft Terms of Reference as follows:
   - Section 1.1, bullet point 1: insert 'oversight of' before 'all matters relating to risk'
   - Section 4.2: Replace 'implementation' with 'oversight'.
3.4 **RCC Membership**

3.4.1 Registrar is working with the President of the Students' Union to identify student representatives to fill the vacancies on the RCC and on other Principal Committees. Secretary to the College/Director of Governance to keep the RCC updated.

3.4.2 Chief Risk Officer to liaise with the Registrar to identify an external member with expertise in risk before the next meeting of the RCC.

3.4.3 Secretary to the College/Director of Governance to liaise with the Registrar to invite a representative from Coiste na Gaeilge to attend the RCC.

RCC/23-24/4 **Work Plan 2023/24**

The Chairperson introduced the item by informing members that it was envisaged that the work of the Sub-Committees of Safety, Coiste na Gaeilge and Remuneration, and from the Risk Management Group and the Data Retention Group would inform the RCC's work plan for the coming academic year, in addition to standing items such as the Annual Governance Statement and items on risk such as the University Risk Register. The Secretary to the College/Director of Governance undertook to seek inputs from the aforementioned Sub-Committees and Groups to compile a high-level draft work plan for the next meeting of the RCC. In addition, the College Solicitor agreed to liaise with the Secretary to the College/Director of Governance to compile an outline regulatory/compliance framework, that could be organised by theme or by area (School/Unit) that would provide the RCC with an overview of the compliance obligations across the University.

Actions

4.1 Secretary to the College/Director of Governance to seek inputs from the Sub-Committees of Safety, Coiste na Gaeilge and Remuneration, and from the Risk Management Group and the Data Retention Group and to compile a high-level work plan for the next meeting of the RCC.

4.2 College Solicitor to liaise with the Secretary to the College/Director of Governance to compile an outline regulatory/compliance framework, that could be organised by theme or by area (School/Unit) that would provide the RCC with an overview of the compliance obligations across the University.

RCC/23-24/5 **Future agenda setting and training**

It was agreed that the RCC agendas would include standing items covering the Sub-Committees. In addition, all concurred that training in the areas of governance and risk and compliance would be useful for members and the Chief Risk Officer agreed to link in with the Secretary to the College/Director of Governance about training opportunities in this regard, with information to be circulated to RCC members when available.

Action

5.1 Chief Risk Officer to link in with the Secretary to the College/Director of Governance about training opportunities in the area of governance, risk and compliance, with information to be circulated to RCC members when available.

RCC/23-24/6 **Safety Committee**

(i) The Committee noted and approved the minutes of 14 June 2023.

(ii) The Committee noted and approved the draft minutes of 24 October 2023. It was clarified that the Lung Function test for lab personnel referred to in the draft minutes had been put in place.

The Chief Operating Officer left the meeting at this point.

RCC/23-24/7 **Any Other Business**

(i) It was noted that Safety Committee meetings had already been scheduled and would not align with RCC meetings until the next academic year. Minutes would be brought to the RCC meeting when available.

(ii) The Chief Risk Officer undertook to circulate the top five risks from the University Risk Register to RCC members and advised that she was available to meet with any members individually who require additional information.

(iii) It was clarified that the Policy Management Framework arose from an audit and was approved by the Board. The Committee noted that a central website hosting all policies was in the final stages of development and the management of current policies to ensure owners are prompted when policies are due for review was tracked manually and managed by the Secretary's Office.

(iv) The risk associated with non-implementation of policies was raised, and non-adherence to e.g. safety guidelines. It was clarified that safety induction training is managed largely at a local level. It was noted that the issue of on boarding of new staff that would align with raising awareness of relevant policies could be an issue for the People and Culture Committee to consider in the future.

(v) It was agreed that there should be communication from the RCC with key stakeholders and not just to the Board. It was noted that key stakeholders included not just staff and students, but also others such as visitors, volunteers, alumni and contractors. All concurred that once the student members have joined the RCC, further consideration would be given to what messages the RCC would like to communicate to the various stakeholder cohorts, commencing with staff and students. It was noted that the RCC minutes would be published on the website and would be publicly available.

(vi) The Chairperson advised that draft minutes and a call-over of actions would be circulated to the Committee when ready.

Actions

7.1 Chief Risk Officer to circulate the top five risks from the University Risk Register to RCC members and is available to meet with any members individually who require additional information.

7.2 Once student members have joined the RCC, further consideration to be given to what messages the RCC would like to communicate to the various stakeholder cohorts, commencing with staff and students.

The next meeting of the RCC will take place on Thursday, 25 January 2024 at 12.00am in the West Theatre Meeting Room.

Signed_____

25th January 2024

Date_____