



**Trinity College Dublin  
The University of Dublin**

**Minutes of the Risk and Compliance Committee**

**Wednesday, 13<sup>th</sup> November 2024, 11.30-13.00**

**Trinity Board Room**

- Present:** Professor M Cunningham (Chair), Secretary to the College/Director of Governance (Ms V Butler) (Secretary), Mr A Blair, Academic Secretary (Ms P Callaghan), Chief Risk Officer (Ms J Carmichael), Chief Operating Officer (Ms O Cunningham), Professor J Gilmer, Dr L Kiernan Knowles, Head of Safety (Dr K Murray), Mr S Anand Saraswati, Mr D Scott, Mr G Woods.
- In Attendance:** Ms S Brown (Minute-taker), Ms E MacLennan O'Neill.
- Apologies:** Mr J Harty, College Solicitor (Ms S MacBride), Professor N Ó Murchadha.
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**RCC/24-25/15 Statements of Interest**

There were no statements of interest declared by members.

**RCC/24-25/16 New Members' Declaration**

The Chairperson invited Dr Kiernan Knowles to make the declaration in the language of her choice.

The Chairperson welcomed two new members, Dr Linda Kiernan Knowles and the postgraduate student representative Mr Sudharshan Anand Saraswati. He also welcomed the undergraduate student representative Ms Ella MacLennan O'Neill, noting that she would be in attendance at the Committee for this meeting, and that her membership would be brought to the Board for approval in December 2024.

**RCC/24-25/17 Minutes**

The RCC approved the draft minutes of the meetings of 18 and 23 September 2024.

**RCC/24-25/18 Matters Arising**

There were no matters arising.

**RCC/24-25/19 Callover**

The RCC noted the callover dated 23 September 2024.

**RCC/24-25/20 University Risk Register: Digital Infrastructure Risk**

*Mr Patrick Magee, Director of IT Services, joined the meeting for this item.*

Mr Magee invited the Committee's attention to his presentation dated 13 October 2024 which had been circulated. He explained the meaning of the University's high-level risk of insufficient funding available to invest in a Digital Transformation programme, the impact that this would have on the University should it materialise, and the external and internal mitigation actions that have occurred, and the current mitigation actions. He noted that the risk can be divided into two parts, the first relating to key digital change initiatives and the second to growing technical debt due to continued underinvestment.

The Chairperson thanked Mr Magee and opened the item to the floor for questions. The Chief Operating Officer noted that in the course of consultation on the next strategic plan the need to invest in the University's digital infrastructure has been consistently raised as a priority which is bringing the issue to the fore.

In response to a query from a member, Mr Magee confirmed that there is a clear view of where the highest risks lie in relation to digital infrastructure. He advised that regarding the prioritisation of risks, the physical infrastructure and potential failures or obsolescence of equipment, and cybersecurity are considered to be the most critical elements. Notwithstanding internal wishes to prioritise the upgrade of the digital infrastructure in the areas of teaching and research, nonetheless he confirmed that priority is being given to addressing deficits related to the 'invisible' but more critical elements of infrastructure and cybersecurity, that underpin the University's operations. The Chief Operating Officer confirmed that there is a growing awareness in the University of the potential impact of 'invisible' risks through recent cybersecurity attacks in the university sector.

In response to a query from the Committee, Mr Magee clarified that should funding become available to implement new systems in the area of teaching and learning, such as a new student information system, while the technology could be put in place relatively quickly, the change management piece would take much longer to implement, due to the change to current processes and practices that would be required. It was noted that such change management projects are complex and take time to implement.

The Chairperson closed the discussion by summarising the key messages that it was agreed that he would bring to the attention of the Board as part of his update, namely:

- The Digital Transformation project will form a significant part of the next strategic plan in supporting the delivery of its key themes, and it would be vital therefore that there would be a continuous budgetary allocation for digital transformation going forward.
- The Digital transformation project involves cultural/behavioural change aspects that may run beyond the life of the next strategic plan.
- There are significant inherent risks associated with both of the above elements of the Digital Transformation Project.

**Action/Decision**

**20.1** The RCC received the presentation from the Director of IT Services on the Digital Infrastructure Risk, dated 13 November 2024

**20.2** The Chairperson to bring to the attention of the Board the key messages identified in relation to the Digital Transformation project, as part of his monthly update.

*Mr Magee left the meeting at this point.*

**RCC/24-25/21 Risk Appetite Statement**

The Secretary to the College/Director of Governance proposed and it was agreed that this item would be deferred to facilitate the inclusion of feedback from the Executive Officers Group received the previous day. The item will be considered at the next meeting of the RCC. The RCC was invited to send any comments on the draft document to the Chief Risk Officer by Friday 15 November 2024.

**RCC/24-25/22 Revised Fitness to Practise Policy**

The Secretary to the College/Director of Governance introduced the item with reference to the presentation from her and the Project Manager of the Secretary's Office dated 13 November 2024. She summarised the reasons for revising the policy, outlined the key changes that had been made and noted the wide consultation that had taken place as part of the policy review, in particular with Schools that have fitness to practise requirements.

*Mr Saraswati joined the meeting at this point.*

In response to a query from a member, the Secretary to the College/Director of Governance clarified that under the Policy Management Framework, the Secretary's Office has responsibility for conducting an annual review of policies to ensure they are revised in accordance with the appropriate timeframe.

The RCC approved the draft revised Fitness to Practise Policy and recommended it for approval to the Board.

**Action/Decision**

**22.1** The RCC approved the draft revised Fitness to Practise Policy and recommended it for approval to the Board.

**RCC/24-25/16 New Members' Declaration**

The Chairperson invited Mr Saraswati to make the declaration in the language of his choice.

**RCC/24-25/23 Revised Policy Template**

The Secretary to the College/Director of Governance introduced the item with reference to her memorandum dated 6 November 2024 which had been circulated, noting that the changes made to the policy template were minor.

The RCC approved the revised policy template and associated changes to the Policy Management Framework and recommended these for approval to the Board.

**Action/Decision**

**23.1** The RCC approved the revised policy template and associated changes to the Policy Management Framework and recommended these for approval to the Board.

**RCC/24-25/24 Business Continuity: Steering Group Terms of Reference**

*Ms Lee Mills, Head of Business Continuity, joined the meeting for this item.*

Ms Mills introduced the item with reference to the memorandum from her and the Chief Operating Officer dated 1 November 2024 which had been circulated. The Chairperson noted that the Business Continuity Steering Group would report to the RCC.

With regard to a request from the Chief Risk Officer that there be a risk representative included on the Business Continuity Steering Group, following discussion, it was agreed that given that the focus of the Steering Group will be operational for the first year, and that there would not be a focus on risk, there was no need for a risk representative at this stage. However, it was agreed to review the membership in 12 months' time to see if a risk representative would be needed then. Ms Mills undertook to meet with and to provide regular updates to the Risk Office.

In response to a query from the Committee, the Chief Operating Officer clarified that it would most likely be a year before the Steering Group would be in a position to bring a substantial update to the RCC.

The RCC approved the Business Continuity Steering Group Terms of Reference.

**Action/Decision**

**24.1** The RCC approved the Business Continuity Steering Group Terms of Reference, subject to their being reviewed in 12 months' time.

*Ms Mills left the meeting at this point.*

**RCC/24-25/25 Code of Practice for the Governance of State Bodies**

The Secretary to the College/Director of Governance presented the item with reference to her memorandum dated 6 November 2024 which had been circulated in advance. She informed the RCC that following discussions earlier this year between the IUA, the Department of Further and Higher Education, Research, Innovation and Science and the HEA, it had been confirmed that the Code of Practice for the Governance of State Bodies is to be adopted by the university sector. She drew the Committee's attention to the elements of the State Code that do not apply to a university which had been circulated.

In the course of discussion, concern was raised about the heightened risk introduced by the State Code of misinterpretation of language and misinformation. The Secretary to the College/Director of Governance advised that this would be monitored carefully and that the 'comply or explain' component of the Annual Governance Statement would be used to explain where elements of the State Code do not apply to the University. She also confirmed that the

adoption of the State Code would be communicated to the College community to ensure there is an understanding of the changes that this entails and that platforms such as the Policies Hub would be used to publicise it. She confirmed that the Board had noted and approved the item at its meeting in November 2024.

*Ms Carmichael left the meeting at this point.*

The Chairperson undertook to raise the risks identified of misinterpretation and misinformation and the importance of monitoring and communicating these, as part of his monthly update to the Board.

The RCC noted the memorandum from the Secretary to the College/Director of Governance dated 6 November 2024.

#### **Action/Decision**

**25.1** The RCC noted the memorandum from the Secretary to the College/Director of Governance dated 6 November 2024.

**25.2** The Chairperson to raise the risks identified of misinterpretation and misinformation and the importance of monitoring these as part of his monthly update to the Board.

#### **RCC/24-25/26 Trinity College Dublin High-Level Compliance Framework**

*Ms Anne Marie O'Mullane, Deputy College Secretary, joined the meeting for this item.*

Ms O'Mullane introduced the item with reference to the memorandum from her and the Project Manager of the Secretary's Office dated 5 November 2024 which had been circulated in advance. She drew the RCC's attention to the introductory section of the Compliance Framework which sets out an overview of the national context that forms part of the corporate governance framework for all universities. She noted that the Framework provides a central overview of the legislation, codes, standards, statutes, regulations and policies with which the University must comply, as well as a breakdown by some of the key areas of activity of the University, i.e., Finance; Human Resources; Equality, Diversity and Inclusion; Health; Estates and Facilities (Safety); Research; IT; and the Library. The Schools of two Faculties (Health Sciences; and Arts, Humanities and Social Sciences) that have fitness to practise requirements were also included.

It was noted that the Compliance Framework had been compiled in response to a request from the RCC for a resource that would assist it in understanding the extent of regulatory compliance requirements across the University to support it in its oversight role of regulatory compliance matters.

It was agreed that the Compliance Framework would be updated annually and uploaded to the resources section of Decision Time for RCC members.

In response to a suggestion from a member, Ms O'Mullane undertook to look at hosting the Framework on the Secretary's Office website.

The RCC noted and approved the High-Level Compliance Framework.

**Action/Decision**

**26.1** The RCC noted and approved the High-Level Compliance Framework.

*Ms O'Mullane left the meeting at this point.*

**RCC/24-25/27 Safety Committee**

The RCC noted and approved the minutes of 27 June 2024 and the draft minutes of 22 October 2024.

The Chief Operating Officer confirmed that risk reduction funding had been approved.

**RCC/24-25/28 Coiste na Gaeilge**

The RCC noted and approved the draft minutes of 15 October 2024.

**RCC/24-25/29 Any other business**

There were no other items of business.

Signed



Date

5 February 2025