

GOVERNING AUTHORITY MEETING

Report of meeting of Wednesday, November 3rd 2021
2.00pm, The Helix DCU

PRESENT:

Ms. Brid Horan (Chair)	Dr Kara McGann
Prof Daire Keogh	Ms Fiona Naughton
Me Waqar Ahmed	Ms Deirdre O'Connor
Dr Audrey Bryan	Prof James O'Higgins Norman
Ms Marian Corcoran	Dr Aisling de Paor
Prof Yvonne Daly	Ms Michele Pringle
Mr John Darby	Ms Kathy Quinn
Mr Justin Doyle	Dr Declan Raftery
Ms Kate Goodman	Mr Terence Rooney
Cllr Jimmy Guerin	Ms Marie Sinnott
Ms Carol Hanney	Mr Brian J. Smyth
Ms Rachel Hussey	Mr Seamus Walsh
Prof Lisa Looney	Prof Ray Walshe
Mr Cathal Marley	

APOLOGIES:

Mr David Harney	Ms Marian Burns
Ms Zainab Boladale	

IN ATTENDANCE:

Prof Anne Sinnott	Mr Ciaran McGivern
Ms Marie Mellett (recording secretary)	

WELCOME

The Chancellor welcomed members and noted the apologies.

The Chancellor congratulated members on their appointment to the DCU Governing Authority and thanked members for the honour of her appointment. The Chancellor noted that Higher Education plays an important role in society and commends DCU's commitment to students and engagement with enterprise and the community. The Chancellor expressed her hope that the members enjoy their time on Governing Authority and become passionate ambassadors for the University. The Chancellor further noted that, over the next few meetings, a number of presentations will be given from key areas across the university to give members a full understanding of how the University operates.

The agenda was adopted.

The Chancellor enquired if there were any interests/conflicts in relation to any item on today's agenda that required a declaration on the part of a member(s) – None were declared.

1. **MINUTES OF GOVERNING AUTHORITY MEETING OF 09TH SEPTEMBER 2021**
Approved by the Authority

2. REPORT OF MEETING OF 09TH SEPTEMBER 2021 FOR WEB PUBLICATION

Approved by the Authority subject to minor revisions.

3 REVIEW OF ACTION ITEMS

Action 1: Ongoing

Actions to be tracked:

Action 1: Ongoing

Action 2: Postponed until permitted by public health guidelines. When possible will begin with a meeting on both the SPC and AHC.

Action 3: Ongoing

Action 4: Ongoing

FOR DISCUSSION

4 INTRODUCTION TO GOVERNANCE ROLE AND RESPONSIBILITIES OF THE GOVERNING AUTHORITY (PRESENTATION BY BOARD EXCELLENCE)

Kieran Moynihan, Managing Partner of Board Excellence, was welcomed to the meeting. Board Excellence has been supporting, through the Irish Universities Association, the seven universities in terms of governance and related areas over the last two years.

KM noted the challenges faced by Boards in the shift in the business model and strategy as a result of Covid. KM outlined the overall role of a Governing Authority highlighting governance, risk management and internal controls. Great support is provided to the GA by the work carried out by sub committees along with support and encouragement from the President and Executive team.

KM went through the key aspects of good governance, attributes of highly effective boards and the IUA/HEA Code of Governance for Irish Universities. The day to day running of the University is by the President and Senior Management Team, however the Minister believes and the legislation requires that leadership and direction comes from Governing Authority and it is for this reason that Governing Authority signs off on the annual governance statement each year.

KM outlined the reserved functions of the Governing Authority and noted that each member must act in the best interests of the university and not act as a representative of any special interest. The management team will put the business case for any proposal being considered together but it is up to Governing Authority to interrogate this effectively. In determining an outcome in relation to decisions of Governing Authority, members must act as a constructive critic in evaluating the impact on DCU's strategic objectives and plans. Members should show a mutual respect for each other and be able to share difficult information or discussions in an open and timely manner and challenge another member's conclusions coherently. Governing Authority also has a critical role in setting the desired culture for the university and ensuring this culture is embraced across the organisation.

5 OVERVIEW OF DCU

The President gave members an overview of the University. DCU is the University of Impact. The University's current strategy is about Focus, People and Impact. A briefing on the University's strategy, which is to be renewed next year, will be given at a future meeting by Deputy President, Prof. Anne Sinnott.

The issues covered included the following:

DCU is ranked number one in Ireland for Graduate Employability and is the Sunday Times, University of the Year 2021. DCU is also an inclusive university offering opportunities to students regardless of their background. DCU maintains strong international engagement and strategic partnerships, for example with the European Consortium of Innovative Universities (ECIU), Biodesign Europe, The YERUN network of European Universities and the Ireland-India Institute.

DCU is committed to Research. We continue to develop an enterprise engagement strategy focused on the translation of research outputs into societal benefit. DCU is also committed to sustainability and recently launched an ambitious Climate Action Plan.

DCU has a significant and growing footprint on the north side of Dublin. We are hoping to increase in the near future this by entering into a long term lease for Morton Stadium, the National Athletics Stadium. This is significant for DCU students and our continued engagement with the local community.

DCU are currently in the planning phase of a major new facility, with a working title of the Future Tech building. This will enable DCU to deliver STEM infused modules across all faculties. This new build is currently the only planned build that will increase DCU capacity to help address the forecasted regional demographic pressures over the next decade. DCU currently has just over 19,000 students.

DCU wants to evolve and transform how students will learn. The 'DCU Futures' programme is a radical re imagination of the curriculum and each programme will integrate a structured pathway that focuses on transversal skill development.

The President outlined the primary sources of income for DCU and noted the important role played by the DCU Commercial Group of wholly owned companies. Funding is a huge challenge for the Higher Education sector.

The Chancellor thanked the President for his comprehensive overview and noted that members will gain an in-depth understanding of the university's operation, challenges and opportunities over the next few meetings.

FOR DECISION

6 GOVERNANCE

The following appointments to the sub-committees of the Authority and amendments to their respective Terms of Reference were approved (subject to detailed review of terms of reference by each committee):

6.1 Nomination for membership of sub-committees:

Audit Committee

1. Cathal Marley (Chair/ GA member) – approved at September meeting
2. Marie Sinnott (Chair of Risk Committee)
3. John Darby (GA member)
4. Paul Dunne (External member)

Updated Terms of Reference:

The Committee shall consist of at least four members, at least three of whom shall be external members of the Governing Authority and up to three additional members may be external to the University not being a member of Governing Authority. In appointing members, consideration shall be given to the skills and independence of members and at least one member shall have recent and relevant financial and risk management experience. Quorum is two members.

Risk Committee

1. Marie Sinnott (Chair/ GA member) – approved at September meeting
2. Kathy Quinn (GA member)
3. Justin Doyle (GA member)
4. Caroline McMullan (University Staff)
5. Padraig McKeon (University Staff)

Updated Terms of Reference:

The Committee shall consist of at least four members, at least two of whom shall be external members of the Governing Authority, and two of whom shall be University members of staff. Up to three additional members, external to the University, may also be appointed. The quorum required for the transaction of business shall consist of at least three members of the Committee, at least two of whom must be external members.

Strategic Finance Advisory

1. Kathy Quinn (Chair/ GA member)
2. Brian Smyth (GA member)
3. David Harney (GA member)
4. James Corcoran (External member)

Updated Terms of Reference:

The Committee shall consist of at least three members, at least two of whom shall be external members of the Governing Authority. Up to two members who are external to the University may be appointed. The quorum required for the transaction of business shall consist of at least two members of the Committee including at least one GA member.

Equality, Diversity and Inclusion Committee

1. Rachel Hussey (Chair/ GA member) – approved at September meeting
2. Seamus Walsh (GA member)
3. James O’Higgins Norman (GA member)
4. Marian Burns (Director of HR)
5. Anne Sinnott (Deputy President and VP Diversity and Equality)
6. Peter Cosgrove (External member)

Updated Terms of Reference:

The committee shall consist of at least five members of whom at least two shall be external GA members, one of whom shall act as Chair, and the Vice-President for Equality and Diversity and Director of Human Resources (both ex-officio). Up to two additional members, external to the University, may also be appointed. Quorum is the Chair (or representative) and three other members of the committee with at least two members who are external to DCU (which can include the Chair).

Honorary Degree Committee

1. Brid Horan (Chair/ GA)
2. Daire Keogh (DCU President/ GA member)
3. Lisa Looney (DCU Vice President Academic Affairs / GA member)
4. Fiona Naughton (GA member)
5. Councillor Jimmy Guerin (GA member)
6. 2 x Representatives from Academic Council to be nominated by VPAA/Registrar

Governance and Nominations Committee

1. Brid Horan (Chair / GA member)
2. Daire Keogh (DCU President / GA member)
3. Anne Sinnott - DCU Deputy President (University Staff member)
4. Carol Hanney (GA member)
5. Yvonne Daly (GA member)
6. Declan Raftery (Chief Operations Officer / GA member)
7. Staff member of the University will be nominated by the President.

6.1.7 Special Standing Committee

This Committee considers issues which are delegated by GA including issues which arise between meetings and which require urgent decisions between scheduled GA meetings. It is made up of the GA Committee Chairs together with Chancellor, President, Chair DCU Commercial Board and Secretary to GA (COO) so that it represents the significant areas of GA responsibility. Any proposals submitted to the Standing Committee are communicated electronically in advance to the entire Governing Authority for noting.

1. Brid Horan (Chancellor)
2. Cathal Marley (Audit)
3. Marie Sinnott (Risk)
4. Rachel Hussey (EDI)
5. Marian Corcoran (DCU Commercial)
6. Kathy Quinn (Strategic Finance Advisory Committee)
7. Daire Keogh (President)
8. Declan Raftery (COO)
9. Ciaran McGivern (Director of Finance)

Proposed membership and terms of reference (subject to final confirmation by each committee) for these sub-committees were approved by the Authority.

6.2 Appointment of Secretary to Governing Authority

The appointment of Secretary to the Governing Authority has to be approved by Governing Authority although it is a requirement that this specific role is carried out by the Chief Operations Officer of the University.

Approved by the Authority.

In addition to the above, there are three other roles that need to be fulfilled by Governing Authority members:

- Deputy Chair of the Governing Authority: Cathal Marley
- Oversight of Quality Reviews: Deirdre O'Connor
- Chair of DCU Commercial DAC: Marian Corcoran
- HR Promotions review and Representative on ECIU Business representative group (European Consortium of Innovative Universities): Kara McGann

Approved by the Authority

7 CAPITAL PROJECTS AND UNIVERSITY SERVICES

The Chief Operations Officer informed the Authority that any contractual commitments greater than €750k in value require Governing Authority approval. It was noted that prior to being tabled at Governing Authority for approval, all capital projects are reviewed by the Project-specific Steering Group, the University's Capital Projects Committee and finally Executive.

The COO outlined the proposals for consideration by the Authority (listed below), the rationale, the processes followed to date and the financial/funding considerations.

As the papers for the below items were circulated late to members while also acknowledging that there are time pressures to get these projects approved, the Chancellor proposed that devolved authority be given to the Special Standing Committee to review these proposals in detail and grant approval if they are satisfied. This was **approved** by the Authority.

- i. Future Tech Building tender
- ii. Public Realm Phase III tender
- iii. New University Security Services tender
- iv. Marconi Deep Retrofit and Decarbonization Project

8 FINANCIAL STATEMENT Y/E 30TH SEPTEMBER 2020

The Director of Finance informed the Authority that the statutory auditor for DCU is the Comptroller and Auditor General (C&AG). However, as a consequence of extended timelines in getting the C&AG audit completed each year, DCU appoint commercial external auditors to undertake an audit of the University every year.

Recently differences in accounting treatments have arisen between the C&AG and the external auditors, KPMG currently. Therefore in order to ensure that the financial statements prepared by the commercial auditors and the C&AG remained consistent, the approval of the commercial auditor's financial statements by the Governing Authority has been delayed until such time as it is clear that there are no material differences in the financial statements of both sets of auditors. The C&AG only audit the consolidated accounts while the commercial auditors audit the individual companies accounts and consolidated accounts.

The Authority **approved** for the President and Chancellor to sign the financial statements for year ending 30th September 2020 which had been recommended by the Audit Committee of the previous GA.

7.1 Letter of Representation

The Authority **approved** for the President and Chancellor to sign the Letter of Representation which had been recommended by the Audit Committee of the previous GA.

9 POSTGRADUATE PROGRAMME FEES 2022 / 2023

The Director of Finance noted that post graduate fees are within the control of the University. DCU have made no increase to postgraduate fees for the last number of years and a recent review has indicated that DCU's pricing has fallen behind competitor institutions. The review considered a range of factors including competitive offerings, the nature of the programmes and demand for these programmes. The opportunity has been taken to make adjustments to bring greater consistency in programme pricing within faculties. Under the proposals some of the fees will remain unchanged due to the nature of competitive offerings in the marketplace.

As fee increases are an authority reserved to Governing Authority, the Governing Authority is being requested to approve:

1. The proposed increases in the EU fee structure for post graduate taught programmes for the academic year 2022/23 – **Approved**
2. The revision of Non EU fees for academic year 2023/24 to take account of the proposed increases in EU fees – **Deferred-** The Director of Finance is to circulate a breakdown of the price increases by course.
3. The maintenance of the real value of postgraduate fee income by the application of inflationary increases on a periodic basis – **Approved**

The Director of Finance further noted that a formal review of fees will be conducted each year.

FOR DISCUSSION

10 PRESIDENT'S REPORT AND UNIVERSITY OFFICERS' REPORTS **DCU President**

The comprehensive report had been circulated and was taken as read and the following points were noted by the Authority.

The President informed the Authority of the sudden passing of Patrick Stewart, a final year Enterprise Computing student. The Authority joined the President in expressing their deepest sympathies to Patrick's family. The Chancellor noted that she will send a letter of condolence to the family on behalf of the Governing Authority.

DCU's School of Law and Government was voted Law School of the Year at the recent prestigious annual Irish Law Awards. The Authority congratulated the Law School on this significant achievement.

The Ministers for Higher Education and Housing have invited the President to meet them to discuss the student accommodation crisis. It was noted that DCU's Campus Residences were voted as 'Ireland's Best University Halls' and 'Best Value for Money' in 2021.

Vice President of Academic Affairs

The Vice President of Academic Affairs noted that the return to campus and on campus teaching have been hugely successful. A huge effort was made by academic and professional staff. For the first time DCU registered over 4000 new first year undergraduates.

As threats of academic integrity are growing in sophistication, the Teaching Enhancement Unit, in partnership with the Library and the Students' Union, held a week to promote academic integrity and to explore opportunities on how we can support our students.

A new initiative called 'DCU Studio' has been launched. Under the leadership of the Director of Micro-Credential Strategy and Innovation, DCU Studio will have responsibility for the provision of high quality innovative learning media production for initiatives including DCU Futures, ECIU European University Project and the IUA-coordinated Multi-Campus Micro-Credentials (MC2) project, along with other funded projects and core university activities.

Chief Operations Officer

The Chief Operations Officer noted that Atlas Partnership issued High Court proceedings against DCU on 23rd September last to recover their €3.76m deposit which was paid for the purchase of the University lands on Griffith Avenue. It is believed this matter will be concluded within 12 months in the Commercial Court. The Chief Operations Officer will keep members updated.

The Chief Operations Officer informed the Authority that as of today Sport Ireland has approved the transfer of the operations of Morton Stadium to DCU from 1st January 2022. The University expects to receive a formal letter confirming this shortly. The running track surface (originally laid in 2010) at Morton stadium is at end of life and it is hoped to replace this in Quarter 2/3 2022 as the priority capital investment.

Director of Finance

The Director of Finance noted that DCU are actively seeking the balance of the business interruption insurance claim.

The Charities Regulator had requested an update to the objectives of the five registered charity companies within the DCU Commercial Group. The Charities Regulator appeared to have no issue with the objectives of DCU Commercial DAC but is objecting to the word 'commercial' in the company's name. As the name is not significant and to address the Charity Regulator's concern it was decided to change the name of the company. The name of DCU Commercial DAC was changed to DCU Educational Support Services DAC. We will continue to use the collective term 'DCU Commercial Group' to refer to the activities of the commercial group of companies owned by the University.

Director of Human Resources

No further update.

11 DCU COMMERCIAL DAC BUDGET FOR Y/E 30TH SEPTEMBER 2022
Noted by the Authority

12 STUDENT INFORMATION SYSTEM UPDATE
No further update

FOR DECISION

13 PERSONNEL MATTERS

The Director of Human Resources had submitted the following candidates for noting only. These had been approved during the summer by the outgoing Chancellor:

- Laura Mahoney for appointment as Executive Director of Engagement, Office of the Vice President for External Affairs.
- Jennifer Bruton for appointment as Interim Executive Dean, Faculty Engineering and Computing.
- Prof Derek Hand for appointment as Interim Executive Dean, Faculty of Humanities and Social Sciences.
- Brian M Devitt for appointment as Full Professor and Chair of Orthopaedics and Surgical Biomechanics, DCU and Sports Surgery Clinic.
- Prof Hamsa Venkatakrisnan for appointment as Naughton Family Chair, DCU Institute of Education.
- Prof Dermot Diamond for appointment as Emeritus Professorship, Faculty of Science and Health.

Noted by the Authority

14 ANY OTHER BUSINESS

The Authority were informed of the DCU Ryan Academy ceasing to trade earlier in the year. As part of the DCU Ryan Academy's Propeller Fund Scheme, DCU has a minor stake in a company Swiftqueue. Swiftqueue are in the advanced stages of negotiating an exit transaction for the sale of the entire issued share capital of the company to the Dedalus Group and the company want DCU to sell our shares valued at approx. €679k.

Approved by the Authority

The Chair

Date

Action Items:

Action		Person responsible	Deadline
1.	Update on academic assurances across the University.	VP of Academic Affairs	December meeting
2.	Terms of Reference of all sub committees need to be reviewed.	Chair of sub committees	ASAP
3.	Circulate a breakdown of the non EU price increases by course.	Director of Finance	ASAP

Items to be tracked:

Action		Person responsible	Deadline
1.	Quarterly progress reports on each risk in the Strategic Risk Register.	President	On-going
2.	Meetings of GA to be held at different locations.	COO	Future meetings to be held on DCU other campuses and occasionally meetings will be held off campus subject to public health guidelines
3	New VPEA to present on International Affairs - within 3 months of appointment.	COO	Ongoing
4.	The President and Senior Management will withdraw from the April meeting each year to allow for a discussion in their absence.	President and SMG	Ongoing