

GOVERNING AUTHORITY MEETING

Report of meeting of Thursday, April 15th 2021 3.00pm, Video Conference.

PRESENT:

Dr Martin McAleese, Chancellor (Chair)
Ms Zainab Boladale
Mr Michael Burke
Mr James Corcoran
Mr Pat Gilroy
Ms Bernie Gray
Ms Brid Horan
Ms Rachel Hussey
Prof Dorothy Kenny
Prof Daire Keogh
Mr Fearghal Lynch
Prof Lisa Looney

Dr Kara McGann
Ms Chloe McMorrow
Prof Caroline McMullan
Dr Jean-Paul Mosnier
Prof Gary Murphy
Dr Noel Murphy
Ms Orla Nic Aodha
Ms Deirdre O'Connor
Mr Terence O'Rourke
Mr John Power
Dr Declan Raftery
Dr Mary Shine Thompson

APOLOGIES:

Ms Isabel Aust
Ms Sharon McCooey

Cllr Jimmy Guerin
Ms Kathy Quinn

IN ATTENDANCE:

Ms Marian Burns
Mr Ciaran McGivern

Prof Anne Sinnott
Ms Marie Mellett (recording secretary)

WELCOME

The Chancellor welcomed members and noted the apologies.

The agenda was adopted with the following addition:

- A report from the Honorary Degree Committee will be tabled under AOB

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 11TH FEBRUARY 2021

Approved by the Authority subject to a minor corrections.

2. REPORT OF THE GOVERNING AUTHORITY MEETING OF 11TH FEBRUARY 2021 FOR WEB PUBLICATION

Approved by the Authority subject to minor revisions.

3. REVIEW OF ACTION ITEMS

Action 1: Complete

Action 2: Agenda item 16

Action 3: On reflection this will not add value to the agenda.

Action 4: Agenda item 8

Action 5: Complete. A sub group has been set up to consider the options for forthcoming graduations and graduating students will be kept fully informed.

Action 6: Including statistics not considered appropriate on the basis of confidentiality

Action 7: Scheduled for Friday 30th April.

Action 8: Complete

Action 9: Agenda Item 7

Actions to be tracked:

Action 1: Agenda Item 6

Action 2: Postponed until permitted by public health guidelines.

Action 3: Ongoing

4 MATTERS ARISING

None

FOR DISCUSSION

5 GOVERNANCE

The Chancellor updated members on two important meetings that had taken place since the February GA meeting in relation to the reform of the Higher Education Act 1971. The first meeting involved the Chairs and Presidents of the seven universities together with the Secretary General and the senior management team of the Department of Further and Higher Education, Research, Innovation and Science. The meeting was very productive with clarifications sought and given. As a consequence the IUA updated its response to the proposals for reform.

Following this meeting the chairs of the seven universities met with Minister Simon Harris and the Secretary General Jim Breslin. The following was discussed at this meeting:

- To deliver the best to our students we have to work together.
- The minister requested quarterly meetings with the Chairs.
- A reduction in the membership of Governing Authorities to between 10 -12. It was accepted that 12 is too low but no number has been agreed.
- Transitional arrangements were discussed as the DCU current Governing Authority's term is ending in July next and its successor will be formed on the basis of the provisions of the current Act. However, when the reformed Act is enacted transitional arrangements, yet to be agreed, will apply to align the next GA with the provisions of the reformed HEA Act.

- The Minister will not appoint the Chairs of Governing Authorities. This will continue to be based on the recommendation from the University President.
- The Minister wants to exercise his power to appoint external members. However, this will be done collaboratively with each University. The University's will supply the skills competencies required.
- The Minister is determined to address the current funding shortfall.

The Authority noted that expectations regarding time commitments need to be made clear to proposed nominees for the next Authority. They may be required to be chair and / or a member of subcommittees to serve the best interests of Governing Authority.

5.1 HEA Oversight Agreement

This agreement now applies to subsidiary companies. DCU's subsidiary companies are separate to the university and have a different status for example subsidiary company employees are not state employees and their terms and conditions of employment are relevant only to the subsidiary company.

Government circulars do not apply to the subsidiary companies and there would be concern that the HEA might move to impose conditions on the activities of the subsidiary companies.

It was agreed to insert in the Oversight Agreement the wording '*as applicable*' after '*accepting all responsibilities*' in relation to subsidiary companies.

Approved by the Authority

6 PRESIDENT'S REPORT AND UNIVERSITY OFFICERS' REPORTS

DCU President

The President reported that the university continues to focus on the importance of effective and timely communications and the health and safety of staff and students. Within Health and Safety limitations the university continues to deliver the very best in teaching and learning, research and engagement with the DCU community. Tomorrow marks the end of semester two and scenario planning continues for Semester one 2021/2022. The President thanked all staff, along with students and the broader DCU community for their tremendous efforts this past year.

Three all staff meetings have taken place as a way to introduce the updated Strategic Plan. The feedback received has been very positive. Staff welcome the focus of the updated Strategic Plan which aligns well with the Minister's priorities.

With deep regret the President informed members of the passing of Ms Orlaith Casey, who was a staff member in the Cregan Library. The Chancellor has sent her family a letter of condolence on behalf of the Authority.

Vice President of Academic Affairs

The Vice President of Academic Affairs (VPAA) noted her current focus is on the smooth and efficient conduct of examinations. A small number of students who are required to undertake particular activities on campus have been able to do so. Scenario planning around the delivery of teaching next year is being worked on by CMT. There are significant operational implications due to the new academic calendar and this is being addressed.

Discussions around the demand for CAO places are taking place at a sectoral level. DCU have submitted a resource cost to the HEA in relation to this. The HCI project is growing and resourcing for phase two is being sought. The ECIU is now considering the longer term vision of what might be expected after the three-year pilot.

Momentum is building in the Student Information System project. The first of the core projects has begun and resourcing is underway. COVID 19 has brought challenges to the project with remote working. The budget for the project is on target and there is no anticipated overspend.

Chief Operations Officer

The Chief Operations Officer reported that a fire certificate has been received for the Future Tech building and that the HEA is expected to release the consent letter in the next few days so that the University can proceed to tender for construction of the building.

The sale of Griffith Avenue and the lease of Morton Stadium will be discussed under agenda item 12.

Cybersecurity was discussed under agenda item 6.1.

Director of Finance

The overall result for the university in respect of the five months ended 28 February 2021 reflected a deficit after allowing for depreciation and the transfer to capital to fund the university's capital development plan. This figure does not include any COVID 19 related HEA funding towards operational costs for calendar year 2021 or the possible successful outcome of the business interruption insurance claim. A clean audit certificate has recently been received from the C&AG in respect of the financial year ending 30 September 2019

The DCU Commercial Consolidated Financial Statements for year ending 30 September 2020 are on today's agenda for noting (agenda item 11). These statements have been reviewed by the Audit Committee and the DCU Commercial Board with KPMG present. KPMG have issued a clean audit report. These results will be included in the DCU Group Consolidated Financial Statements which in due course will come before GA for approval.

Members were informed that there are ongoing discussions with the HSE in relation to the use of the Helix as a mass vaccination centre. All operational costs have been agreed upon. The charge for set up costs has yet to be resolved.

Director of Human Resources

The Director of Human Resources noted that members of Senior Management have completed training for the new staff Performance Review and Development (PRD) scheme. As part of this training a calendar will be developed outlining courses that have been completed by each staff member. This calendar will also highlight essential training where appropriate.

The Maker Data system has been launched. This will underpin staff planning for the immediate future as well as long term succession planning. Online presentations by internal and external experts are continuing to support staff.

The Director of Human Resources informed members that the university is currently involved in defending legal proceedings with a former staff member.

6.1 Quarterly Strategic Risk Register Update

The COO presented an overview of the Strategic Risk Register and focused on two specific risks, Ensuring Sustainable Finances and Cybersecurity. These are currently the most dynamic.

Ensuring Sustainable Finances – DCU obtained COVID-19 funding of €3.64m from the HEA and the DCU Commercial Group are availing of new COVID 19 supports. The DCU Commercial Group continue to plan activity for when restrictions are eased. Our insurers have accepted that DCU is covered for the impact of the pandemic under its business interruption policy. The impact of Brexit is still uncertain due to COVID 19, however the risks have been addressed.

Cybersecurity – Senior Management Group was briefed on a Ryuk cyber ransomware attack on two Irish HEIs. Ward Security Solutions (external cyber security advisors) undertook an assessment of the DCU SIEM logs over the previous 30 days to see if there were any indicators of compromise from a ryuk cyberattac. There was no evidence of the DCU IT system having been compromised. DCU is the only Irish university that has this capability. Additional cybersecurity measures have been put in place along with a view to rolling out a proof of concept assessment of cybersecurity awareness solution to all staff.

A desktop cybersecurity emergency management exercise is scheduled for early May and following that exercise an updated Cybersecurity Incident Response Plan will be brought to Executive for approval.

7 STRATEGIC PLAN – ANNUAL REVIEW AND RENEW

The Deputy President gave an update on the Strategic Plan, noting that the process is almost complete. Three all staff events took place where there was a strong level of engagement. Faculty and unit plans are currently being updated to reflect the focused objectives of the updated Strategic Plan. An update will be given at the October GA meeting.

8 ANNUAL STUDENT UNION REPORT

Fearghal Lynch, Student Union President and Chole McMorrow, Student Union VP for Education and Placement, gave a verbal presentation to members on the work carried out by the Students' Union during the past year and thanked the entire SU team for their hard work. The Student Experience was very different this year. To help students engage a diverse series of events was organised online and these were well received. Over 140 of the Clubs and Societies have been very active throughout the year and had adapted to online events. Engagement between the Clubs and Societies has ensured that all students have received the best possible student experience in the current and very difficult environment.

Social media has proven to be a hugely important tool in reaching out to students especially those 'hard to reach' students. The SU Instagram page saw a huge jump in numbers. Clear, simple and concise messaging was employed when conveying information on COVID 19 issues to students. A Fresher's Instagram page was created to help first years interact, this page has 2k followers. The DCU SU received positive feedback from other universities and SUI on how well its communications were handled.

At the end of the first semester a student survey was conducted.

The Student Union President informed members that engagement with students had improved throughout the year and that they had helped students to the best of their ability

in difficult circumstances. Some of the organised workshops had huge attendances, specifically the workshop on Transitioning into a University which had 1000 attendees. The campaign '*Don't drop out, drop in*' has been nominated for campaign of the year.

The Student Union President was positive about the University's response to the pandemic. The timely information was helpful and allowed students to plan. Initially some students were not pleased with some of the decisions but as time went on they realised those decisions were the correct ones. The SU believe students were angrier with the situation rather than the University.

It was noted that information from the University was readily available however very formal. It was further noted that students are not familiar with the governance structure in DCU or how decisions are made and perhaps this could be highlighted.

Members thanked Fearghal and Chole and through them their team for their leadership and innovation while operating in a very difficult year.

9 RISK COMMITTEE

FOR NOTING

9.1 Minutes of meeting 29th January 2021

Noted by the Authority

9.2 Risk Committee Annual Report

Bernie Gray, Chair of Governing Authority Risk Committee noted that the risk process has been embedded further within the university. Regarding COVID 19, she commended The Chief Operations Officer on his work who provided great assurances to the Risk Committee.

Overall the Annual Report provides positive developments to risk.

FOR DISCUSSION

9.3 Report of meeting of 26th March 2021

The chair provided a summary of what took place at the meeting of 26th March 2021:

- A detailed COVID 19 update.
- A review of emerging risks. The Risk Committee was informed of a planned cybersecurity desktop exercise. This exercise was planned prior to the attack on two Irish HEIs and provided assurance on the university's preparedness in the event of a cyber attack.
- Internal Audit had conducted a review on the University's response to COVID 19. The outcome was that it was handled appropriately. The challenge now is to emerge from crisis mode.
- A presentation on reputational risk was given by the Director of Communications. How reputational risk is measured and the actions taken were discussed. It was noted that the communications team are very proactive in terms of managing risk.
- An external expert presented on whether Audit and Risk should be combined. Based on inputs and discussions from the Committee it was agreed that now is not the right time and that it will be a decision for the incoming GA.

- The Health and Safety Manager joined the meeting and the Committee agreed that her and her team are doing an excellent job. There is an issue around resourcing to sustain their current level of engagement.
- Transitional Management is on the agenda for the June meeting.

10 AUDIT COMMITTEE

FOR NOTING

10.1 Minutes of meeting of 26th November 2020

Noted by the Authority

FOR DISCUSSION

10.2 Report of meeting of 14th April

Brid Horan, Chair of Audit Committee noted the following:

- The Committee met with the statutory auditors, C&AG. They have signed off on the 2018 / 2019 Financial Statements and issued a clean audit opinion. The C&AG raised a number of issues in the management letter specifically in relation to procurement. It was agreed that there is a need to make statements clearer even though no areas of non-compliance were highlighted by KPMG in their audit. C&AG also had issue with timelines for completing accounts. DCU's new financial system will aid in this. The C&AG was asked to adjust their audit timeline so as to avoid adding additional pressure on the finance team during busy working periods.
- The process of seeking new external auditors has commenced. KPMG are not on the pre-qualified list, therefore cannot be considered.
- An Internal Audit was conducted on Estates with a positive outcome.
- There is ongoing work between Internal Audit and the International Office and a further update will be provided in Quarter 4.
- A positive review was conducted in relation to the HR Support Services. Some recommendations were made and a completion date is set for the end of June.
- A provider has been identified to provide co-sourcing for IT Audits.
- The Chair thanked all involved in the preparation of the Annual Report and in particular the Head of Internal Audit. The Report has highlighted the need for succession planning.
- The Chair further thanked the external members of Audit Committee for their contributions to the work of the Committee.

FOR DECISION

10.3 Annual Governance Statement

The Audit Committee is recommending the Annual Governance Statement to the Authority for approval.

Approved by the Authority subject to the amendment of minor typos. When amended, the Chancellor and President will sign the Annual Governance Statement.

10.4 Audit Committee Annual Report

Approved by the Authority

FOR NOTING

11 DCU COMMERCIAL DAC

- 11.1 Financial Statements for the Year Ending 30th September 2020**
Noted by the Authority

12 STRATEGIC FINANCE ADVISORY COMMITTEE

FOR NOTING

- 12.1 Minutes of meeting of 11TH February 2021**
Noted by the Authority

FOR DISCUSSION

12.2 Report of meeting of 12th April 2021

Terence O'Rourke, Chair of the Strategic Finance Advisory Committee, provided the following update:

- The sale of the Griffith avenue land.
- Discussions on the potential sale of the Citywest building is still ongoing.

FOR DECISION

12.3 Morton Stadium lease proposal

James Galvin, Director of Sport and Wellbeing, attended for this agenda item and informed members that Athletics and GAA are the two primary sports at DCU. However, athletics only has a 60m sprint track. Morton is the National Athletic Stadium and is based close by in Santry. For the last two years DCU has been in discussions with Morton's four stakeholders on how a long term lease would provide strategic opportunities for DCU and align with its revised Strategic Plan.

The following is being recommended:

- DCU acquire a 40-year lease at nominal rent
- DCU to lead the capital redevelopment of Morton Stadium. This would be done in two phases:
Phase 1 – €5m investment.
Phase 2 – €10.9m investment.

A non-binding letter of intent has been signed by all stakeholders which commits Morton remaining as the National Athletics Stadium. This has real potential to attract external capital funding through philanthropy and Government capital grants. The four stakeholders have also committed to providing annual funding of €230k to Morton with DCU committing a further €50k per annum.

This proposal presents a strategic opportunity for DCU and a consequent raising of its profile nationally.

Approved by the Authority

12.4 Update on activities in KSA and devolved authority request

The Finance Director informed members that to date DCU has had a tax residency in KSA paying VAT and Corporation taxes in line with the KSA requirements. There have been significant changes recently in the KSA which means that the current structure

operated by DCU is no longer allowable and DCU is now required to establish a corporate entity in KSA if it is to continue operating in the country.

DCU's legal team is currently preparing a set of steps that DCU need to follow when establishing a corporate entity in KSA. Some of these steps will require Governing Authority approval. Devolved authority to the Strategic Finance Advisory Committee to take decisions between GA meetings is being requested.

Approved by the Authority

13 EQUALITY, DIVERSITY AND INCLUSION COMMITTEE

13.1 Report of meeting of March 31st

Rachel Hussey, Chair of Equality, Diversity and Inclusion Committee noted the following:

- Very positive progress has been made since the previous meeting. The previous meeting's minutes will be presented to Governing Authority at the June GA meeting.
- A number of appointments to the EDI unit within the university have been made including a co-ordinator and an Athena Swan co-ordinator.
- An update was provided on the IUA EDI network. EDI is now across the sector. The IUA will be running an online training programme for race equality. The network also discussed the consent framework across the sector.
- The Director of HR gave an update on the SALI appointments.
- The Aurora leadership programme has received positive feedback.
- The International Women's Day events were well received. The Women on Walls initiative was launched on International Women's Day.
- A presentation was given on the various pillars that will form part of the EDI Strategy. The pillars consist of commitment, culture and community. The focus is to ensure the awareness of EDI across the university is maintained and recognises all diversity.
- The results from the staff survey, that will take place in September, will be a key source for informing EDI Strategy.

14 STUDENT INFORMATION SYSTEM

This item was discussed in the Vice President of Academic Affairs report under agenda item 6.

FOR DECISION

15 PERSONNEL MATTERS

The Director of Human Resources presented the following candidates for approval:

- Prof Shaen Corbet for appointment as Full Professor, DCU Business School.
- Dr Sandra O'Neill for appointment as Professor, School of Biotechnology.
- Dr Sally Smith for appointment as Professor, School of Biotechnology
- Prof William Tormey for appointment as Adjunct Professor, Faculty of Science and Health.

Approved by the Authority

16 ANY OTHER BUSINESS

The Honorary Degree Committee recommended two names to Governing Authority for approval to receive an honorary degree.

Approved by the Authority.

Members were informed that an online honorary conferring ceremony will take place on May 07th.

The final meeting in the term of this Governing Authority will take place on Friday June 25th.

17 MEETING OF AUTHORITY MEMBERS IN THE ABSENCE OF UNIVERSITY MANAGEMENT

Members of Governing Authority met in the absence of the President and members of the University Management.

The Chair

Date

Action Items:

Action		Person responsible	Deadline
1.	Expressions of interest to participate in the Risk Blank Paper Exercise - to be sent to the COO.	All members	ASAP
2.	Update on the Renew aspect of the Strategy.	Deputy President	October meeting
3.	The Equality, Diversity and Inclusion minutes will be presented to Governing Authority.	COO	June meeting
4,	Signed Oversight Agreement to be forwarded to HEA	COO	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	Every 2 nd meeting 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