

MINUTES

Board/Committee : Governing Authority
Meeting : Meeting M24-1
Venue : Boardroom, LISB
Date : 30 January 2024
Attendance : Grainne Barron; Ronan Cahill; Liam Carroll; Roger Dsilva;
Donal Donovan; Garret FitzGerald; Kevin Fleming;
Ann Marie Kennedy; Shane Kilcommins; Brigid Laffan (Chair)
Edmond Magner; Aibhlín McCrann; Kerstin Mey;
Anne O'Connor; Sinéad O'Flanagan; June Pearson Arnold;
Emily Rosenkranz; Mark Southern; Bob Strunz
In Attendance : Grainne Frain; Ciara Hogan; John Kelly.

1. GENERAL

1.1 Welcome

- 1.1.1 NOTED The Chancellor welcomed everyone to the first meeting of 2024 and wished all members a happy new year.
- 1.1.2 NOTED The Chancellor welcomed Dr Sinéad O'Flanagan, recently appointed as a nominee of the Minister, DFHERIS to her first meeting of the Governing Authority. Dr Flanagan brings with her a wide breadth of experience from her research interests and work in MIT Sloan School of Management.

1.2 Agenda

- 1.2.1 NOTED For the next meeting the agenda will be split into two sections. The first section will be items for approval that will be routine in nature and therefore only discussed if specifically requested by a member ("A-Items"). The second section will be ("B-Items") contain items for detailed consideration which will be the main focus of the meeting. This change is initially on a trial basis.

1.3 Confidentiality

- 1.3.1 NOTED Following a recent article in the media on Rhebogue, the Chancellor expressed concern about sensitive information entering the public domain while still under deliberation. She emphasised the importance of maintaining confidentiality and ensuring due diligence on matters discussed at the Governing Authority.

1.4 Condolences

- 1.4.1 AGREED That the condolences of the Governing Authority be conveyed to the family of Professor John Bannard, Professor of Industrial Chemistry from 1979 to 1988 and who died recently.

2. CONFLICTS OF INTEREST

- 2.1 NOTED The Corporate Secretary requested members to declare if they had a conflict of interest arising in relation to any matters on the agenda. The President will not take part in the approval of the agenda item relating to approval of her directorships.

3. MINUTES AND MATTERS ARISING

- 3.1 AGREED The minutes of Governing Authority M23-11 of 18 December 2023 with the following addition:

“9.2 NOTED **The President, Student Life raised the matter of decreasing the student levy given increases in cost of living and the pressure on students.** Discussion on lagging fee rates against inflation trends, increasing pay costs, cost of living and the necessity of the increase in the student levy to service the significant debt arising from the new Student Centre.”

- 3.2 NOTED Discussion on restricted access to archived Governing Authority documentation and the additional workload on the Corporate Secretary's Office with requests for same from members.
- 3.3 NOTED In the interests of transparency any requests by members to the Corporate Secretary's Office for additional information/replies to questions/documentation will be shared with all members at the next meeting as part of the meeting pack on Decision Time.
- 3.4 NOTED The Chancellor suggested any requests referred to above should generally relate only to the current or planned business of the Governing Authority. If members want to introduce new issues, they should raise them at the preceding meeting if possible, or request they be included on the agenda. The Chancellor will endeavour to accommodate such requests.

4. GOVERNING AUTHORITY ACTION ITEMS

- 4.1 NOTED Document entitled “Sixth Governing Authority Action Items to January 2024 Meeting”, dated January 2024, previously circulated. The Corporate Secretary updated members on the action items.

4.2 Publication of Governing Authority minutes

- 4.2.1 NOTED Proposal by the Corporate Secretary that one week following approval by Governing Authority, the minutes be published online, in the original format, with any sensitive information / matters under ongoing deliberation redacted.
- 4.2.2 AGREED Prior to implementation this will be an agenda item for discussion at the next meeting to explore how minimal redactions can be made to ensure that confidential and sensitive information remains protected, whilst at the same time improving transparency.

5. PRESIDENT'S REPORT TO GOVERNING AUTHORITY

- 5.1 NOTED Document entitled "President's Report to Governing Authority – January 2024". The President briefed members on the new format with a heightened focus on strategic areas. Further work on the report format development will be done to strengthen alignment to strategic goals, objectives and KPIs and synchronise it with the work programmes of the Governing Authority and Executive Committee

5.2 UL/Mary Immaculate Dialogue

- 5.2.1 NOTED Update on a follow-up meeting between the negotiation team and DFHERIS officials on 25 January 2024 to explore any possible common ground between the Departments expressed position on structural reconfiguration and UL/MIC aspirations. As there was no meeting of minds discussions between the two institutions with regard to structural matters will proceed no further at this time. The existing, strong relationship will remain as currently set out in the MoU and build on the highly positive relationships forged during the meetings of the negotiation team over the past 12 months by continuing to explore programmatic, research and other joint initiatives.

5.3 Performance Agreement

- 5.3.1 NOTED KPI targets are drawn from the draft UL Performance Agreement with the HEA from September 2024 to August 2028. The targets are provisional and subject to discussions with the HEA and the new Strategic Plan being agreed and approved by the Governing Authority. The Performance Compact dialogue meeting with the HEA was postponed to 20 February 2024 and members will be updated on feedback.
- 5.3.2 NOTED Detailed discussion including the following:
- Significant shift in the research landscape including the anticipated changes around SFI Centres. More information will be available once the first call on new SFI Centres has been evaluated.
 - Important to be realistic with targets. UL must define exactly who is considered research active, the relevant proportion of staff involved in quality outputs and in generating research income.
 - Concern expressed about a perceived lack of ambition with regard to research income, which has decreased in real terms when inflation is taken into account.
 - It is recognised that there is a task ahead to broaden the base of PIs. The proportion of research active staff needs to increase and the ambition concerning research income enhanced. A research action plan presented to Executive Committee will be shared with Governing Authority. It addresses the ambition to be research led. The WAM will deal with the issue of performance development in the mid-term.
 - Traditionally closeness to industry and the delivery of impact is very important and is what UL has been very good at. View expressed that this should not suffer with efforts to increase research.
 - Many factors around high non-progression rates including that UL has the highest proportion of students from a socio-economic disadvantaged or below average background noted by the Deprivation Index Score. Other reasons include commuting long distances, lack of accommodation, full employment, finances,

cost of living, mental health and transferring to other institutions. Many of these factors are outside the control of the University.

- Actions and initiatives to address retention and enhance the student experience set out by the PDP e.g. AHSS Student Retention Project, new digital platforms, counselling services, Learning Support Centres, I-grade process changes. Progress on the KPI Student Retention and Progression will be reported annually to both the Executive Committee and Governing Authority.
- Initiatives around alleviating the accommodation shortage including Park Point, exploring government grants, costs of building on campus and sharing solutions.

5.4 Character Reference – Court Case

5.4.1 NOTED [REDACTED] declared a conflict of interest and left the meeting for this item.

5.4.2 NOTED Clarity sought by several members in relation to a current court case and a reference provided by [REDACTED] for a former student. The PDP informed members he had raised the matter with the [REDACTED] and will be following up with the Director HR EDI. UL does not have a protocol for character references when criminal matters arise but will now develop one. Any former student has a constitutional right to request a reference which must be accurate, fact based, not opinion and makes clear that the views are expressed are not those of the University but rather of the person who is preparing the reference.

6. STRATEGIC GOVERNANCE COMMITTEE

6.1 NOTED Memorandum from the Strategic Governance Committee entitled “Memo no. 15 Report and Valuation, Former Dunnes Stores, Sarsfield Street, Limerick, dated 8th December 2023”, “[REDACTED] – Report & Valuation Former Dunnes Stores, Sarsfield Street, Limerick” both confidential and were tabled for members. [REDACTED]

[REDACTED] joined the meeting. [REDACTED] presentation included the following:

- Terms of Engagement, instructions, process, approach and purpose of valuation including to provide a market valuation at 5 April 2019 and 30 September 2023, comment on the impact if any of the Restrictive Covenant, and impact on value, if any, of UL having a special interest in the property;
- The commercial property market in Limerick in 2019 was considered strong, particularly the office sector. A comparable valuation method was adopted and a range of comparable sales in the locality considered. Opinion of Valuer the purchase was successful in meeting many of the selection criteria for a city centre campus, noting the size of the premises and its potential to accommodate students and practitioners. Acknowledgement of accessibility of the site location due to its proximity to transport links and the location itself, which provides a unique setting for the establishment of new premises for the University’s student base and staff, being situated alongside the river, capturing multiple aspect views of the city scape.
- Property had a market value of €6 million (ex. VAT) as of 5 April 2019. Allowing for the fact UL had a special interest in the premises an appropriate special purchaser value of €6.5 million (ex. VAT) applies for this building. UL acquired the property in April 2019 at a contract price of €8m plus VAT of €343,475;

- In reaching the opinion of market value for September 2023 the Valuer again adopted the comparable valuation method and considered comparable sales. In their opinion, the prospects for Ireland's commercial real estate market had come under pressure from increased interest rates and the downward pressure on the international economies in the intervening period. In 2023, the impact of the changes in the world economy presented challenges for property in the short to medium term;
- Property had a market value in September 2023 of €5.4m (ex VAT). Adjusting to reflect the special purchaser specific property requirement the value was €5.85m. This includes an appropriate deduction of c.10% on the €6,500,000 reported as at 5 April 2019 to reflect current market conditions as at 30 September 2023.

6.2 NOTED Under accounting rules, a resulting impairment will need to be made in the financial statements for the FY2022-23 and must reflect the market value only at that time, i.e. at 30 September 2023. At that date, the net book value of the subject property excluding VAT is €8,443,748 and the market value ex VAT is €5,400,000 giving rise to an impairment charge of €3,043,748. This will be agreed with the C&AG before submission of the financial statements to the March meeting of the Governing Authority for approval.

6.3 NOTED Detailed discussion including:

- The Report and memorandum tabled for the information of members will be available on Decision Time following an email tomorrow to the campus community;
- The Valuation Report provides helpful insight as to where the University goes in the future with the City Campus;
- Strategic decision by Dunnes to move to Henry Street due to redevelopment in the immediate vicinity and most probably influenced by the loss of their retail parking. There were no other significant sites available with the facilities that the University indicated it required in the heart of Limerick City;
- Commercial entities can be challenging to do business with, particularly with regard to their own assets;
- Valuer expressed an opinion (in reply to questioning) that [REDACTED] and that valuation his firm applied was €5.4m (ex VAT);
- The [REDACTED] evaluation of the site for €3m was a desktop exercise, did not include any on-site inspection and was based on their estimation of the gross footprint;
- The original planning permission site allowed for a multi-storey building, however it was built in a manner that could not support further storeys and any multi-storey building on the site would most likely in the absence of a complex engineering solution required demolition;
- It was noted that planning permission for office rentals in the City have allowed for buildings of up to 8-10 floors in recent years;
- Conclusion of the Valuer that UL paid in excess of market value even taking into account being a special purchaser; but now that UL owns the site it provides and excellent development opportunity;
- The long term development of this site as been identified by UL as of strategic importance to both to the University and for the City;
- Noted that there is a difference between the provision of retail parking versus as a place of work;

- A working group including UL, architects and LCCC will draft a preliminary business case that best addresses the needs of the University and the impact on the transformation of Limerick City. This work is expected to be completed in March 2024;
- All options are on the table including redevelopment and sale. Any potential development opportunity would most likely be by way of a partnership, as UL would not have sufficient capital to develop a landmark building. Suggested by a member that this offers a huge opportunity for an industry partnering;
- Draft email to campus community was circulated during meeting. Members discussed the importance of full transparency, considering all options and that while UL has a valuable asset it must take responsibility recognising the overpayment and do what's in best interest of the University going forward.

7. STUDENT RELATED MATTERS

7.1 Student Life Report

- 7.1.1 NOTED Document entitled "Report of UL Student Life for the Governing Authority as of 19/01/2024".
- 7.1.2 NOTED The President and Deputy President, Student Life highlighted a range of items in the Report including: BDS Student Council Motion; Student Governor Training; Student Life Initiatives and Campaigns; Engagement in North Campus; Commuter Hub; Events and Engagements; Clubs & Societies; Student Information and Support – including numbers engaged with service, appointments and presenting issues; financial literacy; and service updates.

7.2 Postgraduate Students' Union Report

- 7.2.1 NOTED Document entitled "Report from UL Postgraduate Students' Union to Governing Authority", dated January 30, 2024. The Report set out: PSU Highlights – Subsidised Meal Vouchers; role of directly elected Mayor; Pride Flag; 5th Annual Postgraduate Month; Financial Assistance Report; and sessions by Industry Experts.

8. STUDENT ACCOMMODATION RHEBOGUE

- 8.1 NOTED Briefing by the Chair, Audit & Risk Committee with regard to a request from Chancellor on behalf of the Governing Authority for the ARC to consider the Rhebogue transaction thoroughly, to include the original submission to FHRAMC and the Governing Authority, the ensuing contract entered into following that approval, the subsequently amended contract, advice sought from PwC and clarity on all costs. The President committed to providing clarifications and documentation required and the Executive Committee met to discuss the acquisition in response to the Governing Authority's concerns.
- 8.2 NOTED The Chair detailed steps taken by ARC including:
- ARC met 15 January 2024 to discuss the Governing Authority meeting in December, [REDACTED]. Members discussed the treatment of the capital expenditure, rental income, stamp duty advice, any gaps

in policies and procedures and adequacy of the relevant control environment. ARC agreed to write to the President seeking information on these matters and an end-to-end timeline from the first approach to the developer to the present time.

- The Executive Committee met on 17 January 2024 following which the President provided a memo to ARC along with the supporting documentation as requested.
- ARC met 19 January 2024 to review the documentation following which a number of questions arose. Members further reviewed the documentation and wrote to the President again on 26 January 2024 seeking further information.
- Consensus by ARC that assistance would be required to review and cross reference the documentation provided and the timeline. It was estimated this exercise would involve at least one week of full-time work.
- The ARC view is an external person be appointed to conduct a fact-finding review to: assemble a full timeline; identify key decision points and decision-makers; review professional advice requested by whom/when; business case presented to FHRMC and Governing Authority, approval and subsequent contractual assignments/modifications made; information presented to Executive; compliance with policies and procedures; and consideration around planning issues.
- It is expected the work will take 10-14 days but this will need be agreed with the individual once they have been appointed.
- When the review is completed it will be considered by ARC, which will recommend to the Governing Authority if any further investigation is warranted. The decision will rest with the Governing Authority in the final event.

8.3 NOTED Detailed discussion including:

- Confirmation by the President that the CA&G have been informed of the stamp duty issue with discussions regarding how to reflect it in the financial statements;
- Query regarding a warning letter issued by LCCC 13 December 2023 on planning permission for Rhebogue as student accommodation and that members were not made aware of this in December;
- Responsibility for responding rests with Plassey Trust Company as owners of the accommodation. The President informed members the PCC Board were briefed;
- Postgraduate students in the accommodation should also be communicated with to assure them there is no issue with their tenancy;
- Governing Authority must allow time for the review. Members may then consider any lessons to be learned amending policies or procedures if deemed necessary;
- Members expressed disappointment and that of staff that the University is yet again in the media but were also welcoming of the comprehensive audit;
- Acknowledgment by Chancellor that while members prefer not to have to deal with such issues, UL's management of these instances is important and that any investigation is handled within UL's governance structure in a timely and appropriate manner.

8.4 NOTED Members expressed their satisfaction with the approach as set out by the Chair ARC who will keep members updated and liaise closely with the Chancellor in between meetings. Members thanks the Chair and ARC for all their work to-date.

9. END OF YEAR FINANCE REPORT FOR YEAR ENDED 30 SEPTEMBER 2023

9.1 NOTED Document entitled “End of Year Finance Report to Governing Authority 2022-23”, dated 22 January 2024.

9.2 NOTED The DMPR joined the meeting and his briefing included the following:

- Surplus of [REDACTED] will be reduced to [REDACTED] with the impact of an adjustment impairment related to the purchase of the city campus site.
- A summary of the detailed appendices attached to the Report was set out.
- A consolidated GAAP surplus for the year of [REDACTED], compared to a revised budget deficit of [REDACTED], a positive variance of [REDACTED]. Compared to the 2021-22 consolidated surplus of €10.9m, the out-turn for 2022-23 is a decline of [REDACTED].
- The improvement in the financial out-turn versus budget is mainly attributable to subsidiaries and to research. The surplus within subsidiaries amounted to €6.6m and the surplus in research is due to recurrent funding transferred to research [REDACTED]
- At the Governing Authority in November 2023, a preliminary financial out-turn reported a consolidated surplus of [REDACTED]. The improvement of [REDACTED] is primarily attributable to the receipt, in December 2023, of a supplementary grant.
- The 2023 core recurrent grant was below the approved budget by €2.8m, this being due to unfunded pay awards of [REDACTED] and to energy inflation of [REDACTED]
- Notification received from the HEA last month of the 2023 supplementary grant totalling €2.83m. €2.24m was received for the shortfall in funding of pay agreements and [REDACTED] for non-pay operating cost increases. The grant for pay awards covered a period of 24 months and following discussion [REDACTED] it was agreed to include 7/8 of the grant in 2022-23 and 1/8 into 2023-24. As the non-pay grant related to a one-year period 75% apportioned into 2022-23. While the supplementary grant represented a satisfactory financial outcome for the recurrent budget, there remains recurrent funding challenges in funding both inflation [REDACTED]
- Recurrent reserves at year end are [REDACTED]
- Gross fee income for the year is €131m an increase of €5m on the prior year. The gross fee income for the year is [REDACTED] less than budget.
- The recurrent operating loss, prior to GAAP adjustments, for the year is [REDACTED]. The operating performance by Executive Committee member is set out in the Report. [REDACTED]
[REDACTED]
[REDACTED]
- The total full time equivalent (FTE) students increased by 15 to 17,803. The FTE student to academic staff ratio for 2023-23 was 21.4 compared to 21.7 for 2021-22. The net fee income per student FTE increased from €6,863 to €7,133 reflecting the impact of fee rate increases and changes to the overall mix of student types.
- Consolidated cash on hand at the 30th of September 2023 is [REDACTED]
- Compliance report matters including procurement non-compliance was set out to the [REDACTED]

9.3 NOTED Detailed discussion including the following:

- Members welcomed the comprehensive report by the DMPR noting that maintaining a surplus going forward will be difficult. Challenges include balancing income and expenditure as costs continue to increase for pay, energy, travel as well as non-pay expenses. Projected fee income outturn will be crucial for Q1;
- Significant contribution of [REDACTED] from the subsidiaries since 2018/19 approved in the annual budget by the Governing Authority;
- The budget is designed to allocate funding where it is needed to support strategic issues and is reviewed regularly;
- [REDACTED];
- The receipt of supplementary grants for 2023 were very welcome for the shortfall in pay awards and operating costs. The DMPR is reasonably confident that funding for the newest pay awards will be forthcoming;
- The closing Recurrent reserves are [REDACTED], split Faculty [REDACTED], Strategic Fund [REDACTED] and Digital Transformation [REDACTED]. There are approximately [REDACTED] of reserves in the research ledger;
- The strategic fund is used to fund strategic initiatives not covered through the resource model resourced from a portion of fee income incentivisation allocated to support. An evaluation of commitments carried forward will need to be undertaken before committing further resources from the limited funds;
- In response to a query on comparative data, the DMPR informed members that the HEA publishes a useful dashboard of indicators relating to the system performance framework on an agreed set of metrics;
- Impact of falling research income in the budget going forward and any further loss of research centres. There is also the risk [REDACTED];
- Several members expressed view they would like to see research awards increasing;
- In response to a query, the DMPR outlined the risk assessment undertaken with regard to fee income as part of the annual budget process. It was noted that there are many factors that can be difficult to mitigate and are outside UL's control.

10. HEA OVERSIGHT AGREEMENT 2024

10.1 NOTED Memorandum entitled "Code of Practice for the Governance of State Bodies Oversight Agreement", dated 30 January 2024, "HEA Oversight Agreement between HEA and University of Limerick" effective from 1 January 2024 to 31 December 2024 and "2024-01-30 Oversight Agreement 2024 Redline".

10.2 NOTED The Code of Practice for the Governance of State Bodies provides a framework for the application of best practice in corporate governance. Prior to the enactment of the HEA Act 2022 the HEA recognised a "Sectoral" Code of Practice for universities, a version of the State Code modified to the requirements of HEIs. The Sectoral Code was modified by individual universities with each having a Code of Governance for their respective institutions. The Governing Authority most recently approved revisions to the UL Code of Governance on 17 May 2023.

- 10.2.1 NOTED The HEA recently confirmed that it intends to depart from the “Sectoral” Code of Practice, and it expects all universities to instead conform to the provisions of the State Code. This will require Universities to adopt the State Code on a “comply or explain” basis. The IUA Corporate Secretaries Group is currently reviewing the extent to which the State Code is consistent with the Universities Act 1997. Particular care is being taken to focus on preserving the academic and institutional autonomy within the 1997 Act. When completed, a schedule of approved deviations of the State Code will be produced and these will be brought to the executive committees and governing authorities of each university prior to being agreed with the HEA.
- 10.3 NOTED Briefing by the President on the annual HEA Oversight Agreement for 2024 which sets out the broad governance and accountability requirement of HEIs and the key responsibilities of the HEA and the relevant institution.
- 10.4 AGREED To approve the HEA Oversight Agreement 2024 for signature by the President and Chancellor as circulated.

11. NOMINATING COMMITTEE REPORT

- 11.1 NOTED Memorandum from the Corporate Secretary entitled “Sixth Governing Authority Sub Committees – Expressions of Interest”, dated 30 January 2024, draft terms of reference for Audit & Risk Committee, Campus Development Committee, Finance, Performance & Strategy Committee, Joint Honorary Doctorate Committee, Nominating Committee, People & Culture Committee and Student Experience, Access & Equality Committee.
- 11.2 NOTED Briefing by the Chair, Nominating Committee that the Committee was mandated to make a recommendation to the Governing Authority on the terms of reference and the composition of the committees. Draft terms of reference for each committee were reviewed and amended in line with members’ observations. Each committee will review their respective terms of reference. The Chairs will submit their terms of reference and workplans in final draft for Governing Authority approval.
- 11.3 NOTED The Nominating Committee will make a recommendation on composition / membership by reference to members’ preferences and the competency matrix to the February meeting of Governing Authority. The Committee will have regard to provisions concerning gender equality, composition of Irish Society, and proficiency in the Irish language. Members were requested to indicate, in order of preference, three committees where they consider they could make a substantial contribution.
- 11.4 NOTED Discussion including that governance, sustainability and quality should be embedded across all the committees.

12. APPOINTMENTS

12.1 Academic Staff Appointments

- 12.1.1 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint Associate Professor B Patrick O’Donnell as Associate Professor A in General

Practice (Community Clinical Clerkship Lead) (0.5FTE) on a [REDACTED]
[REDACTED]

12.1.2 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint Assistant Professor Róisín Ní Ghallóglagh as Assistant Professor in Irish Traditional Music on a [REDACTED].

12.1.3 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint Dr Sean Mc Auliffe as Associate Professor B in Physiotherapy on [REDACTED]
[REDACTED]

12.1.4 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint Dr Valeria Nico as Associate Professor B in Fluid Mechanics and Renewable Energy on [REDACTED]

12.1.5 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint Dr Daniel Carey as Assistant Professor in Journalism and Visual Communications on [REDACTED]

12.2 Promotion – Personal Chair

12.2.1 AGREED In accordance with the Scheme for Internal Promotion to Professor (Personal Chair) to approve the promotion of Professor JJ Leahy to Professor (Personal Chair).

12.3 Support Staff Appointments

12.3.1 AGREED In accordance with Section 25(1) of the Universities Act, 1997, the filling of the following staff posts:

Thomas Balfe	IT Business Engagement Partner
Noelle Blake	Senior Student Counsellor
Antoinette Carey	Senior Administrator [REDACTED]
Helen Finan	Administrator
Alison Lee	Administrator
Aisling O'Loughlin	Senior Student Counsellor
Emer Walsh	IT Business Engagement Partner
Damon Warnock	Centre Director PMTC

12.3.2 NOTED Robbie Hammond as Placement Officer on a specific purpose contract (approved via email January 2024 as [REDACTED])

12.4 NOTED Research contract appointments for January 2024 as circulated.

12.5 NOTED The appointments that were approved by Governing Authority through email since the last meeting in December 2023 as set out in the memorandum.

13. REVIEW COMMITTEE REPORT

13.1 NOTED Document entitled “Governing Authority Review Committee Report to Governing Authority – Candidate Review Request”, dated 30 January 2024.

- 13.2 NOTED Mr Kevin Fleming, on behalf of the Review Committee, briefed Governing Authority on the Committee's consideration of a review on the recommendation of a Selection Board for the position of [REDACTED] from one candidate.
- 13.3 NOTED The Committee was satisfied that the process was conducted in line with the Policy and did not find any issue of "manifest departure from operating procedures, which affected the outcome for the candidate". The Review Committee saw no basis to disturb the Selection Boards finding and the Committee's view was unanimous.
- 13.4 AGREED To accept the recommendation of the Governing Authority Review Committee and the decision of the Selection Board not to recommend any candidate for appointment to the position of [REDACTED] be upheld.

14. ACADEMIC COUNCIL REPORT

- 14.1 NOTED Document entitled "Academic Council Report to Governing Authority" dated January 2024. The PDP briefed members on the Report.
- 14.2 AGREED To approve the "Health Research Policy" and rescind the Clinical Research Policy for UL Sponsored Regulated Clinical Trials" attached as Appendix 1 to the Report.
- 14.3 AGREED To approve the "Student Vetting Policy" attached as Appendix 2 to the Report.
- 14.4 AGREED To approve the "Regulations for Election of Faculty to Academic Council" attached as Appendix 3 to the Report.
- 14.5 AGREED To accept the Academic Council Report to the Governing Authority.

15. REPORTING OF IP COMMERCIALISATIONS

- 15.1 NOTED Memorandum from the VPR and Director Technology Transfer Office entitled "UL intellectual property (IP) commercialisation report", dated 21 January 2024. The VPR and Director Technology Transfer Office, joined the meeting for this item.
- 15.2 NOTED The VPR and Director, TTO briefed the meeting that the UL HEA Annual Governance Statement requires that all IP commercialisation is disclosed to Governing Authority on an annual basis. The memorandum provided the IP Commercialisation metrics for UL for calendar year 2023. The information consists of a list of holdings in external companies; the IP commercialisation comprising licensing, option and assignment of IP entered into by UL in the reported period; and the names of spin-out companies from which UL received revenue, also during the reporting period.

16. ANNUAL CONFLICTS OF INTEREST REPORT

- 16.1 NOTED Memorandum from the Director, Human Resources entitled “Declarations of Interest - Policy for Conflicts of Interest”, dated 30 January 2024. The Director, HR joined the meeting for this item.
- 16.2 NOTED The DHR briefed members that the Policy for Conflicts of Interest requires an annual summary of all conflicts and management mechanisms be presented to the Governing Authority. Four declarations of interest were reported to the Office of Director, Human Resources since the previous report to Governing Authority in January 2023. Of the four, three were declared not to be a conflict and one was declared a conflict. In the one instance where a conflict was declared, the DHR is satisfied with line manager confirmation that an appropriate conflict management plan has been put in place.

17. PRESIDENT’S DIRECTORSHIPS

- 17.1 NOTED Memorandum from the President entitled “President’s Directorships”, dated 30 January 2024. The Corporate Secretary briefed members on this item.
- 17.2 NOTED List of non-state funded organisations of which the President is a member were also detailed.
- 17.3 NOTED To avoid any conflict of interest, the President did not take part in the approval of this item.
- 17.4 AGREED The Governing Authority approved the Directorships of the President as set out in the memorandum.

18. MEMBERSHIP OF STATE BOARDS

- 18.1 NOTED Memorandum from the Corporate Secretary’s Office entitled “Membership of State Boards”, dated 30 January 2024.
- 18.2 NOTED The Corporate Secretary briefed members that the IUA/HEA Code of Governance for Irish Universities 2019, requires executives to have Governing Authority approval to hold membership of Boards of State funded bodies and to confirm they are not in receipt of a board fee.
- 18.3 AGREED The Governing Authority approved the continued membership of Professor Ciara Breathnach, Professor Katie Robinson, Professor Orla Muldoon and Professor Norelee Kennedy on the State Boards as set out in the memorandum.

19. APPOINTMENT OF DEPUTY CHAIRPERSON OF GOVERNING AUTHORITY

- 19.1 NOTED Mr Kevin Fleming left the meeting for this item.
- 19.2 NOTED The Chancellor informed members that two nominations were initially received for the position of Deputy Chairperson and one person nominated subsequently withdrew.

19.3 AGREED Unanimously to appoint the remaining nominee, Mr Kevin Fleming as Deputy Chairperson. This was welcomed by members of the Governing Authority.

20. ACTION THROUGH PARTNERSHIP – GLOBAL ENGAGEMENT STRATEGY 2023-2028

20.1 NOTED This item was deferred to the next meeting.

21. KPMG UPDATE

21.1 NOTED Memorandum from the President entitled “Proposal for compromise of legal proceedings and publication of the KPMG Report”, dated 30 January 2024. It was agreed by Governing Authority in November 2023 *“In line with Senior Counsel advice to explore reasonable and minimal redactions which do not change the KPMG Report in substance. The University can then take a position as to whether it finds these acceptable or not. If agreement can be reached on redactions, the KPMG Report can, other than the redactions, be published.”*

21.2 NOTED This element of the meeting subject to litigation privilege. [REDACTED]

21.3 NOTED The KPMG Report has been viewed in full by key internal and external stakeholders and [REDACTED]

21.4 NOTED The KPMG Report was commissioned by Governing Authority [REDACTED]

21.5 AGREED To assign Mr Liam Carroll along with the DHR and Corporate Secretary to review the Report with a view to making a recommendation on the proposed redactions to the March meeting of Governing Authority.

21.6 NOTED The Corporate Secretary will provide new members of the Governing Authority with the opportunity to view the Report.

22. INDUCTION

- 22.1 NOTED Memorandum from the Chancellor entitled “Governing Authority Induction Programme”, dated 30 January 2024. The Corporate Secretary set out the details for the Induction Programme for the Governing Authority scheduled for Thursday 22 February 2024 in One Pery Square, Limerick. There will be two facilitators for the day, Mr Bob Semple, Independent Governance Expert and Mr Brendan Lenihan, Navigo Consulting.

23. HEA ACT 2022

- 23.1 NOTED This item was noted with any questions arising to be raised at the next meeting.

24. ANY OTHER BUSINESS

- 24.1 AGREED To discuss at the Induction Day the volume of documentation for consideration at Governing Authority meetings and what might work best going forward.