



MINUTES

Board/Committee	:	Governing Authority
Meeting	:	Meeting M24-2
Venue	:	Boardroom, LISB
Date	:	27 February 2024
Attendance	:	Grainne Barron; Ronan Cahill; Roger Dsilva; Donal Donovan; Garret FitzGerald; Kevin Fleming; Ann Marie Kennedy; Shane Kilcommins; Brigid Laffan (Chair) Edmond Magner; Aibhlín McCrann; Kerstin Mey; Sinéad O'Flanagan; June Pearson Arnold; Emily Rosenkranz; Mark Southern; Bob Strunz
Apologies	:	Liam Carroll; Anne O'Connor
In Attendance	:	Grainne Frain; Ciara Hogan; John Kelly.

1. GENERAL

1.1 Induction Day

- 1.1.1 NOTED The Chancellor thanked all members for their participation at the recent Induction Day. It will mark a new beginning in terms of how members think about their governance role, engaging in constructive challenge and setting an ethical tone for the institution. The Corporate Secretary will circulate a one-page document capturing reflections and the manner in which members agreed to do business.

1.2 UL Sporting Achievements

- 1.2.1 NOTED The Chancellor and members expressed their congratulations to the UL teams who had recent successes winning the Ashbourne Cup and Collingwood Cup.

1.3 Agenda

- 1.3.1 NOTED The agenda is now split into two sections Section A is items for agreement that are considered routine in nature. Such matters will generally be approved as a matter of course, but any member may seek discussion on an item prior to its approval. Section B contain items for detailed consideration and will be the main focus of the meeting.

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. None were declared.

3. MINUTES AND MATTERS ARISING

- 3.1 AGREED The minutes of Governing Authority M24-1 of 30 January 2024 with the following amendment:

"11.4 Discussion including that governance, sustainability, **risk management** and quality should be embedded across all the committees."

4. GOVERNING AUTHORITY ACTION ITEMS

- 4.1 NOTED Document entitled "Sixth Governing Authority Action Items to February 2024 Meeting". The Corporate Secretary updated members on the action items including:
- **Agenda:** A revised agenda in place in a new format on a trial basis. A document on Governing Authority paper structure prepared for the last Governing Authority will be recirculated and amended to reflect discussion at the recent Induction Day.
 - **City Campus Business Case:** At the request of a member to add the Working Group of UL, architects, LCCC preparing a preliminary business case to the action items. This is expected by the end of March 2024 and will then come to the Governing Authority.
 - **Cultural Audit:** The Trade Union have launched their own cultural audit. It was noted by the Corporate Secretary that there is some disquiet about the decision to refer the Cultural Audit to the People and Culture Committee rather than publish the audit. This issue may require further discussion.
 - **Publication of Minutes:** December and January minutes with suggested redactions and input from the FOI Officer will be circulated to members for review. Following a one week deadline they will then be published on the Corporate Secretary's website.
 - **KMPG Report:** Following meetings with the Corporate Secretary, DHR and Liam Carroll final redactions have been submitted to Senior Counsel. [REDACTED]
 - **Character References:** A draft protocol with regard to character references for graduates is ongoing and the PDP will update members when this work is complete.

Fifth Governing Authority outstanding Action Items

- Members noted the position on legal advice concerning legal implications of any grading error and this action item was closed.
- **Policy & Procedures for Granting Multi-Annual Status to Tenure Track Academic Staff:** Consideration of a substantive appeal to a decision to be considered when Policy is up for review in accordance with the normal process. This action item was also closed.

5. APPOINTMENTS

5.1 Academic Staff Appointments

- 5.1.1 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Assistant Professor in Psychology on a [REDACTED] basis.
- 5.1.2 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Assistant Professor in Psychology on a [REDACTED] basis.

5.1.3 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Assistant Professor in Work & Employment on a [REDACTED] basis.

5.1.4 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Professor in Computational Modelling and Data Analytics on a [REDACTED] basis.

5.2 Academic Staff Retention

5.2.1 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Full Professor in Psychology on a [REDACTED] basis.

5.3 Promotion – Personal Chair

5.3.1 AGREED In accordance with the Scheme for Internal Promotion to Professor (Personal Chair) to approve the promotion of [REDACTED] to Full Professor (Personal Chair).

5.3.2 AGREED In accordance with the Scheme for Internal Promotion to Professor (Personal Chair) to approve the promotion of [REDACTED] to Full Professor (Personal Chair).

5.4 Support Staff Appointments

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

[REDACTED]	Senior Data Engineer
[REDACTED]	Regional Placement Facilitator in Physiotherapy [REDACTED]
[REDACTED]	Senior Data Engineer
[REDACTED]	Senior Administrator
[REDACTED]	Executive Administrator
[REDACTED]	Director – University of Limerick Language Centre
[REDACTED]	Administrator
[REDACTED]	Data Governance Specialist
[REDACTED]	Assessment Manager – School of Medicine
[REDACTED]	Senior Data Engineer
[REDACTED]	Executive Administrator

5.5 NOTED Research funded contract appointments for February 2024 as circulated.

5.6 NOTED The appointments that were approved by Governing Authority through email since the last meeting in January 2024 as set out in the memorandum.

5.7 NOTED Discussion regarding what is deemed as a reasonable sized pool of candidates for an academic position. It was suggested that consideration might be given to looking at recruitment policy as the norm should be that a competition should not proceed unless there is a strong field of candidates.

6. MEMBERSHIP OF STATE BOARDS

- 6.1 NOTED Memorandum from the Corporate Secretary's Office entitled "Membership of State Boards", dated 27 February 2024.
- 6.2 NOTED 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. There was one additional directorship to those previously approved at the last Governing Authority meeting.
- 6.3 AGREED The Governing Authority approved the continued membership of Professor Orla Muldoon on the State Board as set out in the memorandum.

7. RIGHT TO DISCONNECT POLICY & PROCEDURES

- 7.1 NOTED Memorandum from the Director, Human Resources entitled "Right to Disconnect Policy and Procedures", dated 27 February 2024.
- 7.2 AGREED To approve the "Right to Disconnect Policy and Procedures" as presented.

8. WORKPLACE DIGNITY AND RESPECT POLICY AND PROCEDURE

- 8.1 NOTED Memorandum from the Director, Human Resources entitled "Workplace Dignity and Respect Policy and Procedures", dated 27 February 2024.
- 8.2 AGREED Following discussion on issues raised to refer the Workplace Dignity and Respect Policy and Procedure to the People & Culture Committee along with the related "Sexual Harassment and Sexual Violence Policy – Students & Staff" for further consideration.
- 8.3 NOTED All links within policies and procedures should be live when presented to the Governing Authority for approval.

9. PROCESS FOR IDENTIFICATION AND SELECTION OF UL RESEARCH INSTITUTE EXTERNAL ADVISORY BOARD MEMBERS

- 9.1 NOTED Document entitled "Process for Identification and Selection of University of Limerick Research Institute External Advisory Board Members".
- 9.2 NOTED Briefing by the President on this process which is a part of the "Policy for UL Research Institutes and Centres: Establishment, Governance and Management Arrangements" for the information of the Governing Authority.
- 9.3 NOTED Suggested that criteria to identify individuals as board members should be amended to include culture.

10. EXPORT CONTROLS

- 10.1 NOTED Memorandum from the Corporate Secretary entitled “Export Controls: Overview and Recent Visit from DETE”, dated 23 February 2024. The Corporate Secretary briefed members on a recent visit to the University by an official from the Department of Enterprise, Trade and Employment with regard to two companies, since departed, and which operated from the Nexus Innovation Centre.
- 10.2 NOTED While aware of the risk with regard to export controls and foreign interference there is a need to remind the campus community of their responsibilities and due diligence in these very volatile times.
- 10.3 AGREED The Corporate Secretary to action via University’s Legal Services Unit, informing / reminding the campus community of their obligations in this regard.

11. PRESIDENT’S REPORT TO GOVERNING AUTHORITY

- 11.1 NOTED Document entitled “President’s Report to Governing Authority – February 2024”. The President briefed members on her report which was in response to the Governing Authority’s request to receive an overview and update of UL’s performance in the context of the HE national landscape with a specific focus on other established universities. There will be follow up with a detailed discussions of the current performance in the context of the new Strategic Plan and the new HEA Compact Agreement. An outline of the Strategic Plan development approach, proposed process, timeline and financial performance was set out including the Governing Authority’s involvement.
- 11.2 NOTED Detailed discussion including the following:
- Members welcomed the level of data provided in the Report to assist identifying where there are deficiencies, assessing where improvements are required as well as celebrating where UL are best in class;
 - The President will provide a report for discussion measuring performance against the KPIs set out in UL@50 to the next meeting of GA;
 - The main challenge facing the University is research which is below the national performance on all indicators. The University must use the Strategic Plan to move forward over the next number of years and the view of many members is that research is not getting the attention required;
 - Necessity of looking again at the definition of research active staff, how UL measures research activity in addition to considering research income per academic, with regard to EU funding in particular. Also should consider how many staff are making bids, not just who is successful i.e. on how many academics does UL’s research activity and its research performance rest;
 - Each department must play its part ensuring early and mid-career scholars continue to be research active. This is a key metric by which the performance of departments / individual academics should be assessed;
 - The WAM model will assist in increasing research activity but will take some time. Setting institutional needs and linking with the PDRS and goals will become a pathway that is more research focused;

- View expressed that research interests / performance is not considered adequately at the recruitment stage and a systematic evaluation of advertisements with a research focus be considered by the Recruitment Committee;
- Suggested a dedicated team be put in place to drive research performance, reallocating resources as necessary to support research active departments. There is a need, given the University's performance, to go beyond identifying problems and identify specific measures to bring about change;
- In response it was noted there is a VPR and Research Office in place. A further Executive Committee research prioritisation workshop is taking place shortly to examine an incentivising model to drive and reward research performance. A ranking action plan and working group are in place with an integrated approach across all divisions to strengthen research performance in the shorter term and bring about significant change in the longer term;
- Current research funding landscape is challenging and reflected in the decrease in research income;
- Realistically UL can be internationally competitive in only a few areas and identifying and prioritising these should be the top focus for planning and hiring accordingly;
- How research permeates through to recruitment;
- Placements in industry should be turned to an advantage for research purposes;
- The importance of research culture and leadership in a unit, faculty or department.

11.3 Performance Agreement 2024-2028

11.3.1 NOTED The First Performance Agreement Bilateral meeting with the HEA has taken place, it was a positive meeting with written feedback on actions required which included increasing ambitions with regard to research, EDI (potential move towards a Gold Athena SWAN), considering rationale for certain indicators and baselines chosen, exploring a way to measure civic engagement, increased focus on challenges and opportunities.

11.3.3 NOTED In response to a request for a copy of the written HEA feedback the Chancellor stated that this was a matter for the Executive. The Governing Authority will have an opportunity to consider the Performance Agreement before it is approved.

11.3.2 NOTED The University has until March to revise the Agreement which will be circulated to the Governing Authority for comment before final submission to the HEA.

11.4 Rhebogue

11.4.1 NOTED The President briefed members that there has been further engagement between PTC and Revenue on the issue of Stamp Duty issue. PTC through [REDACTED]. The subsidiary will also make a submission to mitigate interest and any surcharges/penalties.

11.5 Asia matters

11.5.1 NOTED The President briefed members on the “Asia Matters Business Summit” held in UL in partnership with LCCC. Attendance included the Chinese and Indonesian Ambassadors, local business people and politicians. The Chinese Ambassador launched the establishment of the Limerick International Institute of Henan Polytechnic University, a joint institute in Henan between UL and Henan Polytechnic University as China and Ireland celebrate 45 years of diplomatic relations headed by Dr Sean McGrath, UL.

11.6 Public Accounts Committee (PAC)

11.6.1 NOTED The President briefed the meeting that the University had received an invitation to attend the PAC on the 11 April 2024. The PAC focus will be on the Financial Statements 2022 with a particular interest in governance and due diligence on the purchase of the City Campus and the houses for student accommodation in Rhebogoe. A group has been established to consider the relevant materials.

12. STUDENT RELATED MATTERS

12.1 Student Life Report

12.1.1 NOTED Document entitled “Report of UL Student Life for the Governing Authority as of 15/02/2024”.

12.1.2 NOTED The President and Deputy President, Student Life highlighted a range of items in the Report including: Boycott, Divestment and Sanctions; Commuter Hub; Charity Week including the multi-faceted approach to ensure the well-being of students during events on campus; Student Life Initiatives and Campaigns; Class Representative Forum; collaboration with ICO; Events and Engagements; Clubs & Societies; Information and Services; Student Information and Support (SISC) – including numbers engaged with service, appointments and presenting issues; financial literacy; and service updates. The ongoing financial challenges faced by many students is emphasised by the increase in financial aid applications.

12.2 Postgraduate Students’ Union Report

12.2.1 NOTED Document entitled “Report from UL Postgraduate Students’ Union to Governing Authority”, dated February 30, 2024. The Report set out: PSU Highlights – Cultural and Entertainment Events, Personal Development Workshops; Sports and Recreational Activities, Social and Networking Opportunities; Upcoming Events; Progress Updates and sessions by Industry Experts.

12.3 NOTED The Chancellor congratulated both Student Life and the Postgraduate Students’ Union on all their wonderful work.

13. Q1 2023-24 – REPORT ON BUDGET V'S ACTUAL FOR INCOME AND EXPENDITURE

13.1 NOTED Document entitled "Q1 Finance Report to Governing Authority 2023-24 dated 15 February 2024". The DMPR joined the meeting for this agenda item and his briefing included the following:

- Report outlines the level of income and expenditure for Q1 of 2023-24 and compares it to Q1 of 2022-23.
- The 2023-24 consolidated budget reports a [REDACTED] Q1 revised budget reporting a [REDACTED] the [REDACTED] entirely attributable to the recurrent fund group. The revised budget results in an increase in recurrent income of [REDACTED] and recurrent expenditure of [REDACTED].
- Grant income accounts for the increase in recurrent income. Notification of 2023 supplementary grant had a positive impact on the 22-23 out-turn and on the projected 2024 grant. Expected impact on the core grant is estimated at [REDACTED] and there is a carry forward of unspent devolved grant from 22-23 of [REDACTED].
- Recurrent expenditure budget has increased by [REDACTED] mainly attributable to non-pay budget adjustments arising from the carry forward of expenditure budgets and projects funded from reserves. The adjustment to the recurrent expenditure budget is: Digital Transformation [REDACTED], Devolved capital [REDACTED], Strategic fund [REDACTED] and IT Equipment renewal [REDACTED].
- The approved budget for 2023-24 does not include the income (grant) or expenditure (pay) for the proposed new pay agreement.
- Consolidated projected out-turn for 2023-24 is reporting [REDACTED], an adverse variance of [REDACTED] when compared to revised budget.
- Gross fee income for the year is projected at [REDACTED], an increase of [REDACTED] or [REDACTED] over 22- 23, however, the projected out-turn is € [REDACTED] or [REDACTED] budget.
- P&Ls by fund group, Parent (Recurrent, Research, ancillary) Plassey Campus Group Ltd and subsidiaries were noted with projected outturn at budget.
- Q1 consolidated cash is [REDACTED] an increase of [REDACTED] since September 2023.
- Budget cycle for 2024-25 has commenced and it is expected that the Governing Authority will receive the budget in May 2024.
- Overall level of student debtors in Q1 is [REDACTED], a decrease of [REDACTED] on the same period last year.
- Research expenditure in Q1 2023-24 was [REDACTED] (Q1 2022-23 € [REDACTED]). [REDACTED] The 12-month rolling average of research awards fell from [REDACTED] in Q1 2022-23 to [REDACTED] in Q1 2023-24.
- Ancillary income was [REDACTED] for the quarter and expenditure was [REDACTED].
- Compliance matters and an update on capital projects including the devolved capital grant were set out in appendices 7-11.

13.2 NOTED Detailed discussion took place on the various aspects of the Q1 Report that included:

- Finance Division is in the process of analysing the HEA grant and will brief the next Governing Authority / Finance, Performance & Strategy Committee;
- Preliminary view is, it will be challenging to outturn for the current year as the supplementary grant was not baselined and recent pay increase was not included;

- Funding gap across the sector despite “Funding the Future”. Government funding allocated 50/50 between the established universities and technological universities despite universities having 60% of students. The respective Presidents together with the IUA have made strong representations to DFHERIS on this issue;
- The impact of the impairment for the City Campus the University on the surplus;
- HEA have asked governing authorities in two HE’s with deficits to do formal reviews of their respective controls. The role of finance and controls have never been more in focus and the importance of setting up any early warning signals to the appropriate committee was emphasised;
- Final projections on fee income will be clearer in the Q2 Report, however growing fee income and postgraduates in particular is difficult. The impact of not meeting targets may necessitate greater pay savings and there is also the impact of recent pay increases. [REDACTED]
- Members acknowledged the significant growth in fee income of 33% since 2019 with the Medical School a major contributor to non-EU income;
- “Funding the Future” strongly encourages investment in pay to improve student/staff ratio [REDACTED]
- Upcoming elections may lead to significant changes in the third level sector from departmental structures to how the core grant is determined;
- Need to signal funding for a set amount of time in order to build a research base;
- Increasingly difficult to attract talent in areas such as cyber and data with competition in industry and what they can offer with regard pay, security, work life balance and contracts.
- Intensive analysis of the HEA grant, forecasts and pay awards, fee income and targets over the coming weeks. Both the budget for 2024/25 and Q2 will be presented to the Governing Authority in May;
- In response to a query it was noted the Medical School increased their non-EU numbers by [REDACTED] last year and they are at capacity in the current building. Plans are underway regarding expansion including space, [REDACTED] and capacity for placements.
- Demographics moving forward will necessitate recruiting more students from abroad. The challenges in moving the high ratio in UL between undergraduates and postgraduates significantly was noted;
- The positive impact of the rankings will assist with recruiting abroad but it can be very difficult to replace success stories e.g. Algerian PhD students, in what is today a tough and competitive market for PGR.

13.3 NOTED The Chancellor thanked the DMPR for his presentation and work.

14. STUDENT ACCOMMODATION RHEBOGUE

- 14.1 NOTED Briefing by the Chair, ARC that a Review of the Rhebogue transaction is being conducted by [REDACTED]. A file of documentation has been provided to [REDACTED] and both the Corporate Secretary and Internal Auditor are the internal points of contact. The Review is expected to take in the region of 10-12 working days. This refers to the number of days [REDACTED]

has been commissioned for, and the report may take 3-4 weeks to be completed. The Reviewer is looking specifically at (1) Stamp Duty (2) Purchase Price and (3) Planning Permission. In examining each of these matters, the Reviewer will focus on (1) Compliance to policies and procedures (2) Process including decision-making, approvals and (3) Governance (executive functions, FHRAMC and GA reserved functions). The final review will be presented to the ARC who will report to the Governing Authority and express opinion if further review is required. The Chair of the ARC will update further.

- 14.2 NOTED Following discussion with PwC and the fact the certificate of completion was issued on Rhebogue by the vendor on 29 September 2023, the asset and any stamp duty liability will appear on the balance sheet for the financial statements for YE 30 September 2023. The C&AG are in agreement with this view and anticipate an impairment review. As the carrying value of the asset at 30 September 2023 will exceed both the valuations received and the approved purchase price, an indicator of impairment exists. This indicator of impairment creates cause to conduct an impairment review. There is a tight deadline to meet as the financial statements which require sign off by 30 March 2023 and will not be signed off by the C&AG until this process is completed.
- 14.3 NOTED In response to a query, the President briefed members that the PCC Board were issued with a copy of the planning warning letter in relation to Rhebogue on 29 January and it was considered at their board meeting on 7 February 2024. The Stamp Duty has been submitted to the Revenue and PwC are engaging with them in regard to interest and any penalties that may apply. The President will keep members updated and will also ensure any such information is circulated to Governing Authority going forward.
- 14.4 NOTED Detailed discussion including:
- Aspects of risk with regard to this purchase which should be considered as part of the relevant risk register(s) e.g. stamp duty. The Chair ARC will consider this following completion of the review;
 - Two elements to the purchase price, capital and rental income with the final contract just capital and UL retaining all rent;
 - Finance Division are in dialogue with PwC and the firm is engaging with the Revenue Commissioners in relation to mitigating interest and penalties;
 - When agreed by the Executive Committee, the approach to the impairment will need to be considered by the ARC;
 - The President will revert to members on a warning letter received with regard to Brennan Court.

15. STRATEGIC GOVERNANCE COMMITTEE (SGC)

- 15.1 NOTED Memorandum from the Strategic Governance Committee entitled “Strategic Governance Committee – Report of meetings, Memo no’s 9, 10, 11,12,14”, dated 27 February 2024. The PDP briefed members on the following:
- Context regarding establishment of SGC to deal with outstanding material issues as per its terms of reference. This included the KPMG Report, city campus valuation and thematic analysis of PAC transcripts.

- SGC minutes from November 2023 to January 2024 and five memos to Executive Committee were noted. The memos related to the following:
 - **Subsidiaries:** Recommendations included: full compliance with relevant code of governance; implement PwC recommendations regarding financial reporting; a procedure for the establishment of subsidiaries; implementation of QRG recommendations; adoption of UL policies as appropriate; establishment of SLA's between UL and each subsidiary in line with Code on Subsidiaries.
 - **Student Records:** Background on UL's Student Record System including a number of reviews and recommendations led by Academic Registry including putting the system into the cloud and assessing strategic options in the longer term taking into account the experience of comparable institutions
 - **Compliance, regulation and ethics:** Review of several reports raised at PAC and the status of the recommendations.
 - **Legal Costs, Compliance & Procurement:** Queries raised in relation to legal and litigation costs and procurement raised at PAC are addressed in the memorandum. (i.e., costs, compliance with finance policy and procurement).
 - **Property Acquisitions:** Recommendations including: policy review and integration; consideration of leases; use of external expertise; learnings from City Campus; and evidence of due diligence.
- A final report from the SGC will be presented for consideration to the March meeting of the Governing Authority.

15.2 AGREED At the request of a member to make a change to SGC Memo 10 with respect to the incorrect degrees. This matter was reported to the University in 2014 and to the GA in 2016.

15.3 NOTED The Chancellor thanked the PDP and the SGC for the enormous amount of work they had undertaken and the necessity of a serious discussion by the Governing Authority on all the recommendations at the next meeting.

16. AUDIT & RISK COMMITTEE REPORT

16.1 NOTED Document entitled "Audit & Risk Committee Report to Governing Authority", dated February 2024.

16.2 NOTED The Chair, on behalf of the Committee, briefed Governing Authority on the matters addressed in the Report that included:

- Rhebogue Student Accommodation;
- Policy Review;
- New Governance Structure/Committee Structure;
- Student Record System Update;
- [REDACTED]
- Irish Water Case Update;
- C&AG Report Acquisitions;
- Update KPMG Report;
- Risk Management Report;
- Internal Audit Update including Review [REDACTED]
- Annual Protected Disclosure Report;
- Annual Child Protection Report;

- Letters of Support Subsidiaries;
- Internal Audit Review Group Report;
- Legal Cases Report;
- Use of UL Seal;
- Health & Safety Report;
- Data Protection Update;
- IT Security Policy and Acceptable Usage Policy – recommendations to Governing Authority.

16.3 IT Security Policy and Acceptable Usage Policy

16.3.1 AGREED To approve the “IT Security Policy” and “Acceptable Usage Policy” as presented as Appendices 3 and 4 to the Report.

16.4 Rhebogue

16.4.1 NOTED The Finance Division have prepared a memorandum relating to the accounting treatment of the transaction for the acquisition of the twenty houses in Rhebogue. It has been shared with the ARC and will be circulated to the Executive Committee on 28 February and will then be circulated to the Governing Authority.

17. NOMINATING COMMITTEE REPORT

- 17.1 NOTED Document entitled “Nominating Committee Report to Governing Authority”, dated February 2024.
- 17.2 NOTED The Chair, on behalf of the Committee, briefed Governing Authority on the matters addressed in the Report that included: Expressions of Interest and Skills and Competency Matrix Analysis.
- 17.3 NOTED Confirmation still awaited from the Minister DFHERIS with regard to his two nominees to the Governing Authority. Members populated the committees in as far as possible and with consideration to the preferences, skills sets and relevant legislation. The Corporate Secretary to provide a shortlist of candidates for the Committee deemed potentially suitable for appointment to the Governing Authority but who were not recommended by the Select Committee.
- 17.4 AGREED The Corporate Secretary will contact the list of candidates to establish if they are willing to serve on committees for which they are considered most suitable.
- 17.5 AGREED That the Finance, Performance & Strategy Committee be prioritised. The Nominating Committee will meet as a matter of urgency to complete the proposed membership of the FPSC which can be approved either via email in the interests of expediency or at the next meeting.

18. KMPG REPORT UPDATE

18.1 NOTED

The Corporate Secretary will keep members updated on progress.

18.2 NOTED The Chancellor commented that although it is important to take legal advice on sensitive or strategic matters, legal costs need to be kept in check.

19. FUNDAMENTAL RISK REGISTER (FRR)

19.1 NOTED Briefing by the Corporate Secretary that there is a full refresh of system of risk management underway. It is planned to provide members with access to the FRR on Decision Time shortly. There are 29 risks on the FRR with most organisations have no more than 10. In the sector the next highest is 14 and they are reducing to 10 as well. A new Risk Management Policy is almost complete and will come to Executive Committee, ARC and then to the Governing Authority in March or early April. A new Risk Review Group has been formed, and there will be training for all staff on the assessment and categorisation of risk as well as use of the new IT system.

19.2 NOTED Query from a member as to where capital projects sit on the FRR.

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

20.1 NOTED Memorandum from the VP Global & Community Engagement entitled “Action Through Partnership – Global Engagement Strategy 2023-2028”, dated 19 February 2024 and “Action Through Partnership: Global Engagement Strategy 2023-28”. The Vice President Global & Community Engagement joined the meeting for this item and his presentation included the following:

- Global Engagement: the changing context looking forward with the positive and negative effects for sustainable development including student mobility and transnational partnerships.
- New strategy sets out role of global engagement in achieving UL’s medium-term goals for research and learning, teaching and assessment, while respecting and embracing the core values reflected in UL’s human rights and EDI strategy and sustainability framework.
- How global engagement can help achieve goals for:
 - Research through recruiting and supporting international PhD students; using Erasmus+ to build new partnerships; support new international staff; support multilateral consortia; help improve UL’s world ranking.
 - Learning, teaching and assessment through a diversified student body; supporting development of dual/joint degrees with partner institutions; promoting outbound mobility especially for disadvantaged students; use UL Global Lounge to promote integration; and harness Erasmus+ to develop new pedagogies.

- Equity, diversity and inclusion through increasing outbound mobility of under-represented groups; improve University of Sanctuary support; showcase diversity; train for universal communications; and working with student bodies to understand lived experience of international students.
- Sustainable development through establishing in-country representative offices; deliver EC-funded BIPs; offer online courses overseas; partner with third parties to deliver blended courses offshore; and improve scholarships for low-income countries.
- Next steps for Action Through Partnership including KPI's for actions grouped by aims and next stage to produce a reporting format by determining baseline, benchmarks and targets for each KPI

20.2 NOTED Discussion including the following:

- Value of range of scholarships offered was recently reset and seeking to be more nuanced in what is offered not just based on merit but circumstances;
- Many international students struggle with accommodation and the cost of living, working to support themselves is not conducive to their student experience;
- UL continuing to work on contributing to relevant SDGs through partnerships and significantly rethinking engagement moving from being exploitative;
- Global league tables have a large impact in areas where UL has rated highly;
- Importance of coherent financial planning with regard to reaching targets and being explicit on measures to achieve same;
- The need to calibrate ambitions as part of the Strategic Plan in addition to the consideration of accommodation and student support requirements;
- Partnerships with China will be built up over the next five years with more offerings through e.g. distance learning;
- Difficult to grow PhD student numbers nationally with the buoyant employment market and low stipend. This also impacts the recruitment of research staff;
- Clarification fee income for non-EU students fell last year as the postgraduate enrolment was 2% below target;
- Growing markets such as Indonesia with significant ambition and seeking education partnerships backed with governmental supports;
- The proposed development of international offices in main source markets in an effort to reduce our carbon footprint will depend on funds available to invest;
- Several members expressed concerns on how success would be measured and in regard of oversight. Action Through Partnership while very aspirational, members do not have a sense of what a partnership map of UL is, e.g. number of active MOUs and contribution to research objectives, targets, where partnerships and students will be from, and consideration of EU Horizons;
- VPCGE stated he has a strong vision for global engagement and the principles that underpin it as set out in Action for Partnership. This will turn into overarching institutional strategy setting out what UL wants to achieve with regard to transnational education and partnerships when funding is agreed. It will include building networks from which Horizon Funding opportunities can emerge;
- UL Global is not just about recruitment but has the biggest Erasmus+ programmes in the country in addition to Study Abroad and exchange support.
- When the Strategic Plan is completed, the other underlying strategies will need to be calibrated and mapped on how they contribute to sustainability;

- No institution can address the SDGs itself but can make contributions, a mapping exercise will ensure a baseline to embed sustainability in all we do;
- Plan is very high level and needs a list of actions and KPIs that will survive into the University's Strategic Plan;
- Relationship between the various strategy documents has yet to be considered.

20.3 NOTED Members welcomed the robust discussion on the Global Engagement Strategy. The Chancellor emphasised the importance of baseline data for the Strategic Plan setting out where UL is, where it wants to go, how to get there and the need to be careful in respect to aspirations.

21. MARKETING OF COURSES TO NON-EU STUDENTS

21.1 NOTED Memorandum from the VP Global & Community Engagement entitled "International Student Recruitment Activities 2023/24)" dated 19 February 2024 for the information of members.

22. STUDENT CENTRE REMEDIATION PROJECT

22.1 NOTED Memorandum from the Chief Commercial Officer entitled "Stables Bar Roof & Student Centre Remedial Project", dated 22 January 2024. The Chief Commercial Officer joined the meeting for this item.

22.2 NOTED The CCO briefed members on the partnership with UL and Student Life in managing the current Student Centre complex including maintenance and upkeep. The PCC Board approved a remediation project with an estimated cost of [REDACTED] in December 2023 with plans for 2024 to remediate the Stables Bar Roof and to address a backlog of structural, mechanical & electrical essential maintenance in the Student Centre. Details on how this would be funded was set out in the memorandum and the works are expected to take approximately 16 weeks. The works require planning permission as they constitute a change to the external elevation of the building. Pending the constitution of the Finance, Performance and Strategy Committee the funding and planning permission requests are before the Governing Authority for approval.

22.3 AGREED To ensure due diligence and given the costs involved, the ARC will consider this request in the first instance. If ARC are satisfied, approval can then be sought from the Governing Authority via email.

23. PUBLICATION OF GA MINUTES

23.1 NOTED Governing Authority minutes from December 2023 and January 2024 in redacted form and proposed for publication will be made available on Decision Time shortly for members to review. Governing Authority minutes will be published routinely on the Governing Authority web page and a link will also be provided via UL Connect (internal communications platform).

23.2 NOTED Summaries of the minutes have been published previously but many public service bodies opt for as much transparency as possible. As against that, high levels of transparency tends to result in increased publicity especially where matters of

controversy are discussed. In the final event, this is a judgment call by members and the message conveyed is that this Governing Authority desires transparency.

23.3 NOTED Discussion included the following:

- While members welcomed this decision to provide transparency they also noted the necessity to take into account commercial sensitivity, completion of certain deliberations and personal information when redacting.
- The approach adopted to publication should be reviewed at the end of 2024 by which time the approach in the preceding months will inform the preparation of a set of guidelines;
- Suggested there may be certain documents referenced in the minutes which it may be useful to provide links for information and ease of access
- KPMG Report makes reference to a protocol for recording reservations / dissensions and should be considered;
- Useful to have statistics on numbers who access the minutes;
- Where a member dissents or has concerns it should be up to the individual if they wish their name recorded or not;
- The publication of minutes will be welcomed by campus community.

24. HEA ACT 2022

24.1 NOTED Presentation from Corporate Secretary entitled “ Higher Education Authority Act 2022 – Briefing for Governing Authority on key provisions” dated 30 January 2024. The Corporate Secretary’s briefing included the following:

- *Drivers for reform /Core Objectives of the HEA Legislation:* The Remit of HEA under 1971 Act and the focus of the HEA Compacts; Clarity of Roles with respect to University/HEI level, the HEA and DFHERIS; Core Objectives of HEA Legislation;
- *Objects and Functions of Higher Education Authority (2022 Act);*
- *HEA: Planning and Strategy:* plan, review, consult and make recommendations to the Minister; obligations on universities to facilitate statistical returns to support the planning process; Tertiary Education Strategy to be prepared by DFHERIS and jointly managed by the HEA and SOLAS;
- *Funding, Performance and Oversight:*
 - Current funding allocation model; funding framework; conditions of funding; and remedial measures;
 - Performance Framework taking account of the strategic development plan, performance objectives, implementation, monitoring, assessment and reporting and is reviewed annually
 - Oversight by the HEA including: a review of matters of concern by the Governing Authority: the reporting process to the CEO, HEA and the HEA Board; types of remedial measures that may be imposed on universities; appointment of a Reviewer; Appeals Board including its establishment and composition; and determination of an appeal by the Appeals Board;
- *Access, Participation & Lifelong Learning* including a draft strategic action plan, reporting requirements and the promotion and support of lifelong and flexible learning;

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- *Amendments to Universities Act 1997* detailed including: Composition of the Governing Authority; Additional Responsibilities of Members; Review of a Matter and Report by the Governing Authority;
- *Planning for Provision of Higher Education* with sustainability featuring strongly in the HEA Act.

25. ANY OTHER BUSINESS

- 25.1 NOTED The exchange of information between the Governing Authority and Executive Committee to be considered as an agenda item for a future meeting.