

MINUTES

Board/Committee	:	Governing Authority
Meeting	:	Meeting M24-6
Venue	:	Boardroom, LISB
Date	:	27 May 2024
Attendance	:	Ronan Cahill; Liam Carroll; Roger Dsilva; Donal Donovan; Kevin Fleming; Ann Marie Kennedy; Shane Kilcommins; Brigid Laffan (Chair); Edmond Magner; Aibhlín McCrann; Anne O'Connor; Sinéad O'Flanagan; June Pearson Arnold; Emily Rosenkranz; Mark Southern; Bob Strunz
Apologies	:	Kerstin Mey
In Attendance	:	Grainne Frain; Ciara Hogan; John Kelly.

1. DELOITTE UPDATE S64 REVIEW

- 1.1 NOTED Document entitled "Deloitte - University of Limerick, Section 64 Higher Education Authority Act Review, Stakeholder Briefing Pack", previously circulated. The Chancellor expressed her appreciation to Ms Rosemary Fogarty, Financial Controller Operations and Research (FCOR) for assisting the Governing Authority with the procurement process with regard to the S.64 Review. This work was completed professionally and successfully in a very short timeframe.
- 1.2 NOTED The Chancellor welcomed Mr David Kinsella and Ms Melissa Scully, Partners, Deloitte and the FCOR to the meeting. Mr Kinsella and Ms Scully provided a briefing on their backgrounds and the five scope areas covered by the Review. Deloitte commenced their engagement with the University last week and are clear on the task from the HEA and their approach to same. The techniques Deloitte provide were set out and include: document review; interviews; walkthrough and testing; analysis and feedback; and reporting. Deloitte have engaged with the FCOR and her team, are on-site and have already received a large volume of documentation as requested from various areas across the University.
- 1.3 NOTED Deloitte will conduct interviews with a selection of representatives from the previous and current Governing Authority including committee chairs, Executive Committee, subsidiary board members, staff, students and HEA stakeholders amongst others. Deloitte is also in contact with the HEA with regard to the scope of other reviews the HEA is undertaking in terms of any crossover or interrelationship. A project timeline for the Review was set out including key milestones. An Internal Stakeholder Group and a Steering Committee are in place to facilitate Deloitte with logistical arrangements. Deloitte will present a draft report to members for feedback before it is finalised.
- 1.4 NOTED Discussion including the following:
 - Suggested that the University should seek an extension to the 60-day deadline at an early stage to allow sufficient time for members to consider the draft report;

- View expressed that the Chancellor as sponsor along with one other member will be the first point of contact for Deloitte prior to a draft being considered by members;
- The majority of engagement with members will be over the next 2-3 week period so as to allow sufficient time for walkthroughs, validating and reporting;
- Important that the Governing Authority devotes considerable time to the report and its recommendations. As trustees, how the Governing Authority functions is very important, and if there are recommendations relevant to its functioning, these must also be confronted.

1.5 NOTED The Chancellor wished Mr Kinsella and Ms Scully the best with their work and looked forward to engagement with them. Mr Kinsella, Ms Scully and the FCOR left the meeting.

2. GENERAL

2.1 Meeting in Private Session

2.1.1 NOTED The Chancellor advised members of the requirement to meet without members of the Executive present twice a year to comply with the Code of Practice for the Governance of State Bodies. This session will take place at the end of the meeting.

2.2 Deputy President & Student Welfare Officer

2.2.1 NOTED The Chancellor welcomed Ms Síofra Foley, incoming Deputy President & Welfare Officer, who was in attendance at the meeting and will be taking up her new role shortly.

2.2.2 NOTED The Chancellor acknowledged Ms Emily Rosenkranz, outgoing Deputy President, attending her last meeting and who has undertaken outstanding work during her tenure. She innovatively tackled complex psychosocial issues for the student body, including addictions, mental health and well-being issues, and sexual health education. In addition, she has excelled in her academic studies in psychology. The Chancellor and members wished Ms Rosenkranz the very best for what will be a very bright future in whatever career or vocation she may choose to follow.

2.3 Committee of Public Accounts (PAC) Hearing 9 May and subsequent correspondence

2.3.1 NOTED Briefing by the Acting Chief Officer, Professor Shane Kilcommíns (Provost & Deputy President, PDP) with regard to the recent appearance by the University before the PAC. The PDP thanked the Chancellor, Acting Chief Financial & Performance Officer, Mr John Field (CFPO) and the Corporate Secretary, Mr John Kelly, for also attending the PAC under difficult circumstances. He also thanked the Marketing & Communications Division for their support. He thanked the Corporate Secretary for his work in the preparation of the opening statement and documentation provided to the PAC.

2.3.2 NOTED Briefing by the PDP on a letter received from the PAC, dated 24 May 2024, in a follow-up to the meeting requesting (1) the procedures now in place for property acquisition including where failures occurred; (2) the minutes of Governing Authority meetings and the Audit and Risk Committee meetings where Rhebogue arose; and (3) a breakdown on advisory fees contained within the "consultancy fees" figure. A reply to these questions is under preparation.

2.3.3 The PDP briefed members on correspondence from QQI with regard to rescinding of two students awards and the nine students award Masters' degrees without meeting the required standard.

2.4 Condolences

2.4.1 AGREED That the condolences of the Governing Authority be conveyed to the family of Mr Ross Murphy, a final year BSc Paramedic Studies (Practitioner) student from Maynooth, Kildare who died recently.

2.5 Governing Authority Assurance

2.5.1 NOTED In light of the S.64 and other streams of work faced by UL, the Chancellor sought the views of members, including any dissent or concerns, that they were clear and comfortable with regard to how issues are being handled for example, the Rhebogue review and decisions taken by the Governing Authority [REDACTED]

2.5.2 NOTED All members were in agreement that the very complex and difficult situation was being handled in a professional and proportionate manner. Members offered their full support and endorsed the work being done to address concerns and to bring the University to a safe harbour. The Chancellor assured members of her commitment, including commitments given to the PAC about accountability.

3. CONFLICTS OF INTEREST

3.1 NOTED The Corporate Secretary requested members to declare if they had a conflict of interest arising in relation to any matters on the agenda. No conflicts were declared.

4. STUDENT RELATED MATTERS

4.1 Student Life Report

4.1.1 NOTED Document entitled "Report of UL Student Life for the Governing Authority" as at 16/05/2024". The President, Student Life highlighted a range of items in the Report including: Commuter Hub; New Student Centre; Deputy President & Student Welfare Officer final report; Student Information & Support Report – highlighting the high demand for financial aid and impact of financial strain and cost of living crisis; Information & Services; Clubs & Societies; Events & Engagement; Leadership & Representation; and Marketing & Communications.

4.2 Postgraduate Students' Union Report

- 4.2.1 NOTED Document entitled "Report from UL Postgraduate Students' Union to Governing Authority", dated 30 April 2024. The President, PSU highlighted a range of items in the Report including PSU Highlights; Progress Updates and Up Coming Events including the MAGHREB event for students from North African countries. The latter event will be a memorable one this year with 125 PhD students from Algeria marking their final year in UL.

5. SUBMISSION TO AN BORD PLEANÁLA REGARDING RHEBOGUE

- 5.1 NOTED Memorandum from the Director, Buildings & Estates entitled "Referral Submission to An Bord Pleanála regarding Rhebogue", previously circulated. A submission comprising Senior Counsel's opinion was lodged with An Bord Pleanála on 16 May 2024 and circulated to both the Governing Authority and the Executive Committee for their information.

6. COMMITTEE TERMS OF REFERENCE AND PROGRAMMES OF WORK

6.1 Finance, Performance and Strategy Committee (FPSC)

- 6.1.1 NOTED Document entitled "Finance, Performance and Strategy Committee Update Report to the Governing Authority, 27 May 2024", previously circulated.

- 6.1.2 NOTED Briefing by Dr Donal Donovan, Interim Chair, FPSC on the following:

- Agreed by Committee that Dr Donal Donovan would serve as Interim Chair of the meeting;
- Broad exchange of views on the proposed terms of reference set out in the Report. The first meeting was very helpful in terms of orienting members to the work of the Committee and gaining and understanding of its key functions;
- Three pillars to the FPSC including Finance, Strategy and Performance noting that while reporting on financial matters is well developed, reporting on performance and strategy is less mature. A categorisation of key functions to ensure compliance with statutory or policy imperatives across the three headings will be developed. A list of policies under FPSC remit will also be considered;
- The importance of a unifying strategy setting the future direction and ambition for the University;
- The HEA Performance Compact will be a key document for FPSC;
- FPSC will devote significant time to guiding the development of a system of performance reporting and a scorecard;
- The Committee will need to prioritise its work as part of the University's governance framework;
- [REDACTED]
- It is essential that appropriate reporting metrics/dashboards on performance across a range of core indicators, principally research are put in place immediately;
- Any strategy documents must be aligned to financial plans, be within the University's risk appetite and be regularly assessed and financially tested;

- Importance of reporting on performance immediately and that any improvements are made in tandem;
- While the S.64 review delays the approval of a Strategic Plan, the Committee requested an update on preparatory work, different components and where responsibilities lie with regard to strategy for the next meeting;
- A paper on the current oversight structure and reporting arrangements for the subsidiaries will also be considered at the next meeting;
- The budget for 2024/25 will be presented to the next meeting;
- The Committee will be selective to avoid duplication and prioritise inputs from the Executive, avoiding overburdening in order to perform its functions and to support the responsibilities of the Governing Authority;
- While terms of reference and a workplan will be presented to Governing Authority for approval, both will be subject to periodic change as the Committee moves forward.

6.1.3 NOTED Discussion including the following:

- While there may be no new capital projects for FPSC to consider in the near future it is hoped this will change going forward;
- While S.64 has delayed the next Strategic Plan members emphasised that the preparatory work on the different components should advance;
- The importance of frequency of reporting as soon as possible on key indicators commencing with those set out in the HEA Performance Compact;
- The University needs to be clear about its strategy in order to develop a scorecard;
- Five recommendations from the Strategic Governance Committee relating to subsidiaries will provide a building block for the FPSC and S.64;
- Members requested an immediate update on the SDZ project and relevant documentation. The importance of governance with regard to this project, funding, risks, opportunities was emphasised;
- The necessity of any venture/project involving governance considered in the first instance by the Governing Authority, then by the appropriate committee including relevant ambition, implications for UL, funding and future plans moving forward;
- Presentations alone are not sufficient, members must have a full understanding of what they are approving and implications for the University.

6.1.4 AGREED At the request of members that there will be an update on the SDZ at the next meeting of the Governing Authority including what was presented and agreed previously, risks, benefits, next steps and legal commitments.

6.2 Student Experience, Access and Equality Committee (SEAEC)

6.2.1 NOTED Student Experience, Access and Equality Committee Update Report to the Governing Authority, 27 May 2024”, previously circulated.

6.2.2 NOTED Briefing by Mr Liam Carroll, Interim Chair, SEAEC on the following

- Agreed by Committee that Mr Liam Carroll would chair the meeting;
- Key objectives in terms of reference: better communication and collegiality between students, academic staff, senior management; a culture where students

feel comfortable raising different points of view, airing concerns and questions; maintenance and improvement of a student environment conducive to high quality teaching, learning, research enhancing the student experience; prioritising access issues;

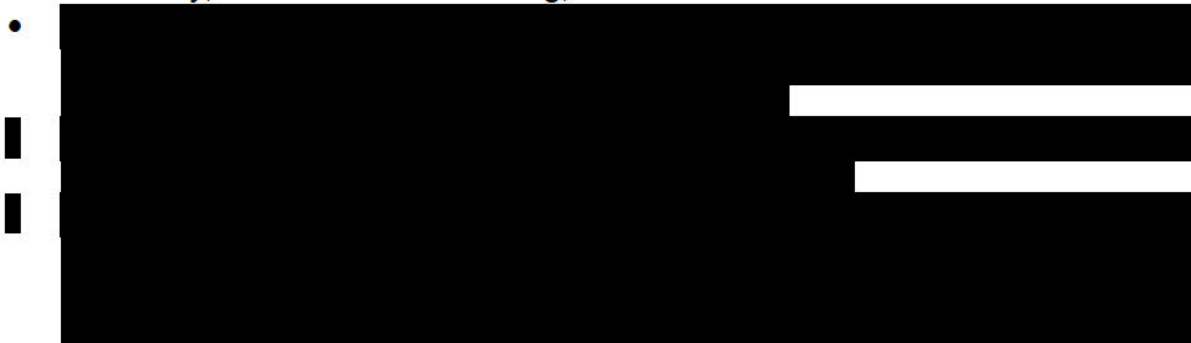
- The terms of reference outline a number of objectives built around the themes under the separate headings of (i) Student Experience (ii) Access (iii) Equality;
- View of members the key themes for students are set out in the terms of reference are narrow enough to guide but broad enough to cover issues of concern that may arise;
- Committee membership given the importance of research, doctoral studies, etc. may require further consideration. Members should be briefed about performance in these key areas in order to consider how it might support students/researchers contributing to these core institutional objectives;
- Considerable body of work to achieve the objectives set out in the terms of reference. Members discussed how this workload would be quantified, managed, and undertaken;
- Primary role of SEAEC is oversight, to consider the issues arising, provide advice and direction to those operationally responsible and assurances to Governing Authority that student-related issues receive appropriate, timely consideration;
- The terms of reference will be revised to reflect risks as they relate to the student experience;
- The Committee's programme of work be aligned with groups working on matters in the terms of reference and ensure no unnecessary duplication and appropriate oversight;
- Committees / groups active in this area should be identified, prepare a paper and give an overview of their work to the SEAEC;
- The importance of measuring the SEAEC's performance and the use of KPIs for the workstreams of interest and how they might be represented and measured;
- Members expressed their satisfaction overall with the terms of reference. The next body of work is to set out a list of tasks which will provide additional clarity.

6.3 People & Culture Committee (P&CC)

6.3.1 NOTED Document entitled "People & Culture Committee Update Report to the Governing Authority, Prepared by the Corporate Secretary, 27 May 2024".

6.3.2 NOTED Briefing by the Corporate Secretary including the following:

- Agreed by the Committee that Ms Catherine Duffy, as an external to the University, would chair the meeting;



- [REDACTED]
- The Director, HR (DHR) convened a Culture and Engagement Working Group in advance of the P&CC meeting and observations were made about the composition of this Group. [REDACTED]
 - Members external to UL requested sight of the S.64 terms of reference;
 - Members agreed more time was required to consider the terms of reference and the workplan prior to submission to the Governing Authority for formal approval. External members require additional supporting documentation and time;
 - Agreed the DHR be invited to attend the next meeting of the P&CC;
 - While discussions about the issues confronting UL were forthright, members were very engaged and willing to work together to support Governing Authority in discharging its governance responsibilities;
 - Every support will be provided to members to finalise an ambitious, appropriate but realistic workplan.

6.3.3 NOTED Discussion including the following:

- Members welcomed that these three important committees were convened. The committees will in the first instance give priority to the terms of reference and their respective programmes of work and then prioritise as they see appropriate;
- The Chancellor emphasised the importance of a good working relationship with Unite and had previously discussed with them meeting the Governing Authority;
- Concerns re-iterated by some members with regard to the Culture and Engagement Working Group mandate, membership and the importance of this internal group working well;
- View expressed the wealth of experience on P&CC will reshape and alleviate concerns expressed by staff and the committee requires space and time to work;
- The importance of looking forward, reinforcing what UL does well and achieving change through demonstration, signalling and reinforcement;
- S.64 review will also report on culture and the benefits, if any, of publishing the Culture Audit Report should be considered;
- The Chancellor emphasised that the day-to-day operation of UL is a matter for the Executive. Governing Authority holds responsibility for guidance, accountability, oversight and there must be space to be experimental and to facilitate deliberation.

6.3.4 AGREED That UNITE representatives will be invited to the next meeting in June for discussions.

7. CAO APPLICATIONS AND FIRST PREFERENCES

7.1 NOTED Memorandum from the Director of Academic Registry, Dr Pat Phelan, entitled "CAO Applications and First Preferences May 2024", dated 10 May 2024, which was previously circulated. The PDP provided a briefing which included the following:

- There has been a decrease in applications across the sector with Level 8 applications seeing a further decrease in 2024.
- The first preference application numbers are an accurate indicator of how UL compares to the other institutions in the market. This year there has been a

decrease in the number of level 8 applicants to the CAO system. UL has experienced a 1% decrease in applications but has seen an increase of 4% in first preferences. The increase in first preferences for UL is noteworthy as it is not evidenced across the sector and was detailed in the Report.

- UL's market share of first preferences increased this year across each of the measured categories. In further reviewing the Universities' first preferences and comparing them with the sector, UL has gained further market share this year.
- There are a finite number of applicants to the CAO system. The reduction in the number of level 8 applicants to the CAO has impacted several HEIs this year. UL has performed well evidenced in the market share overview figures set out.
- There is a sectoral increase among EU applicants which puts pressure on resources. UL has seen an increase in this group's first preference Level 8 applications. Regionally there has been a decrease in CAO applicants to Level 8 courses. UL's increase is welcomed given the decrease across the sector.

7.2 NOTED Discussion including the following:

- As the CAO market will continue to decrease in the coming years, a conservative approach will be required with regard to the financial impact;
- When considering first preferences at faculty level some faculties have performed better than others with AHSS experiencing a further decline in first preferences. Science & Engineering, KBS and EHS all increased overall first preferences;
- Further consideration should be given to AHSS. However, it was noted Arts programmes are impacted when the overall applicant pool decreases as they tend to be more generic and may not have as readily an identifiable career path as other faculties;
- View expressed that there should be additional consideration given to issue of student attrition in general;
- UL continues to perform well in the University rankings e.g. Chemical Engineering and Materials Science 2nd in the country. These results make UL more competitive. It was also noted that more subjects than ever are now being considered in the rankings.

8. FACULTY BOARD REPORTS

8.1 NOTED Faculty Board Reports to Academic Council from AHSS, KBS, Science and Engineering, which were previously circulated.

8.2 NOTED The Chancellor briefed members that she has had good engagement on her recent visits to three of the four faculties.

8.3 NOTED Discussion including the following:

- Faculty Board Reports provided were too detailed. Members requested a short summary for future meetings, consistent across the faculties, setting out high level activities and being more specific on risks and challenges;
- Reports reinforce all the positive work across the University e.g. involvement by IWAMD in the recent creation of a new all-island dance company;
- Faculty Reports should be more strategic and aligned to the Strategic Plan with more narrative e.g. on retention, CAO points;

- While aiming to improve activity is important, this is not the sole indicator of performance, and each faculty should set out what they think is important including targets;
- PDP will revise the reports based on discussions to capture the information requested by members;
- Members need to be clear on what information is required for oversight and governance to fulfil their roles and responsibilities versus those of the Executive;
- The Governing Authority has a wide remit with responsibility for the Strategic Plan and oversight of its implementation with the assistance of the committees in undertaking its work.

8.4 AGREED For the next meeting each faculty to provide a two-page summary setting out high level activities, challenges, risks and targets aligned with the Strategic Plan.

9. MINUTES & MATTERS ARISING

9.1 AGREED Minutes M24-4 of 25 April 2024 and M24-5 of 30 April 2024 as presented.

9.2 Redacted Minutes for GA for April 2024

9.2.1 NOTED Members are requested to revert to the Corporate Secretary by the required deadline regarding their approval of the proposed redactions for the April 2024 Governing Authority minutes. Approval can be provided via Decision Time.

9.2.2 NOTED The Chancellor thanked Dr Donovan for his encouragement to publish the minutes on the UL webpage.

9.3 Veterinary School

9.3.1 NOTED Discussion on the proposed Veterinary School including the following:

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9.3.2 AGREED That Professor Sean Arkins be invited to the next meeting to provide an update on the proposed Veterinary School.

10. GOVERNING AUTHORITY ACTION ITEMS

10.1 NOTED Document entitled “Sixth Governing Authority Action Items to May 2024 Meeting”, previously circulated.

10.2 Campus Development

10.2.1 NOTED A city campus master plan will be presented shortly (timeline to be confirmed) to the Executive Committee setting out a number of options

10.3 Proposal on the Appointment of Chairs of the Committees

10.3.1 NOTED Document from the Corporate Secretary’s Office entitled “Proposal to Governing Authority: Chairperson Appointments”, dated 27 May 2024. The Corporate Secretary set out a proposal on the process for the appointment of Chairs and a resolution confirming the appointment of Governing Authority committees.

10.3.2 AGREED To approve the recommendations as set out in the proposal:

- (1) Resolution GA-24-04 confirming the establishment of six committees of the Governing Authority as agreed at the last meeting.
- (2) Nomination/Proposal Form for circulation to each member for the appointment to the roles of Chair of the committees of the Governing Authority.

10.3.3 NOTED The importance of culture change for UL and that the PC&C Chair must balance authority and responsibility in identifying and discussing pertinent culture issues.

10.3.4 AGREED That Nomination/Expressions of Interest Forms be issued to members and returned to the Corporate Secretary within one week.

10.4 Updated Memorandum on Capital Development Projects

10.4.1 NOTED Memorandum from the Director, Buildings & Estates entitled “Update on Capital Projects”, dated 16 May 2024. At the request of members at the last meeting the Director, Buildings & Estates amended the memo previously presented to reflect the status of current capital projects. The previous version suggested that projects under consideration were progressing, whereas this will always be subject to the Governing Authority’s legal prerogatives and the matters reserved to the Governing Authority.

10.5 Directors and Officers Insurance

10.5.1 NOTED Memorandum from the Corporate Secretary entitled “Management Liability & Corporate Legal Liability / Professional Indemnity Insurance”, dated 16 May 2024. The Corporate Secretary briefed members on the memo which set out a synopsis of the areas covered for Professional Indemnity Insurance, Management Liability and Corporate Liability Insurance. The level of cover was set out and the policy documents are available for members to review on request.

10.6 Induction Day Reflection

10.6.1 NOTED Document from the Corporate Secretary's Office entitled "Governing Authority Induction Day (22 February 2024), Reflections of Members and Key Themes", dated 27 May 2024. The Corporate Secretary briefed members on the dominate themes which arose from the day including: Culture Alignment and Ways of Working; Key Relationships; Work Programme; Strategic and Functional Planning; Early Consultation; University's Ambition Reflected in Performance Targets / Performance Reporting; and Addressing Legacy Issues.

10.6.2 NOTED The Chancellor thanked the Corporate Secretary for this very helpful document.

10.7 Preparing Papers for GA Committees

10.7.1 NOTED Document from the Corporate Secretary's Office entitled "Guidance Note on Preparing Papers for the Governing Authority / Sub-Committees", dated 27 May 2024.

10.7.2 NOTED Briefing by the Corporate Secretary on the importance of Governing Authority papers prior to submission being approved by the Executive, prepared to an appropriate standard, being concise, and setting out clearly the "ask" of the Governing Authority without the need to cross reference elsewhere. Papers should be designed specifically for the Governing Authority, not be repurposed from elsewhere and members should have advance notice of papers it expects to receive over the course of the year. The same guidance applies to papers for any committee of the Governing Authority. The Guidance Note set out the types of papers, process for submitting a paper, forward planning, template required, general principles, and key considerations for members when reviewing a paper.

10.7.3 NOTED Detailed discussion including the following:

- Members welcomed the Guidance Notes and suggested that to be inclusive Executive Committee should have an opportunity to review the Guidance Note prior to its approval by the Governing Authority;
- The importance of a reference to capturing risk in the template and a record of the appropriate approvals in the template;
- Importance of tone and to consider using 'should' rather than 'must', emphasising the importance of consensus and the best interest of the University;
- Including a statement that the Guidelines are expected to be followed but that there may be exceptions allowed, which will assist with their receptivity;
- In respect of matters where significant expenditure is concerned and/or key strategic decisions are being made, all relevant officer holders/sponsors of projects should have an opportunity to sign, as the agreement of key personnel cannot always be assumed;
- There should be a separate template with regard to property acquisition or alternatively an additional section to be completed for such acquisitions;

- A business plan may have contributions from multiple functions and this should be reflected on a summary sign-off sheet to ensure accountability and collective ownership. This should apply to all major plans not just property related projects;
- Major decisions should never be made at only one meeting. The first principle should be open discussion at Governing Authority, filtering at committee level, appropriate delegation of authority, record logs with respect to e.g. planning, due diligence. Only when all these are complete can the Governing Authority then consider final approval.

10.7.4 AGREED That members of both the Executive Committee and Governing Authority be invited to give their feedback on the Guidance Notes. The Guidance Notes will then come back to Governing Authority for final approval.

11. NOMINATING COMMITTEE REPORT

11.1 NOTED Document entitled “Nominating Committee Report to Governing Authority” dated May 2024.

11.2 NOTED The Chair, on behalf of the Committee, briefed Governing Authority on the matters addressed in the Report including:

- Alumni Expressions of Interest to serve on Governing Authority committees with a preliminary sifting exercise undertaken and further analysis by members at the next meeting in terms of individuals skillset, professional backgrounds and competencies required to fill vacancies in the committees;
- Appointment of a new member to the Finance, Performance & Strategy Committee – recommendation to the Governing Authority;
- Proposal for the appointment of Committee Chairs for consideration by the Governing Authority.

11.3 AGREED To appoint Dr Sineád O’Flanagan as a full member of the Finance, Performance & Strategy Committee.

11.4 NOTED The Chancellor thanked the Nominating Committee for all their work to-date and expressed her gratitude for the level of responses from UL’s committed, dedicated and talented Alumni community.

11.5 AGREED To accept the Nominating Committee Report.

12. APPOINTMENTS

12.1 Academic Staff Appointments

12.1.1 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Professor of Statistics [REDACTED]

12.1.2 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Assistant Professor in Psychology on [REDACTED]

12.1.3 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Clinical Tutor in Paediatrics on a [REDACTED].

12.1.4 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Assistant Professor in Psychology [REDACTED]

12.1.5 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Associate Professor B in Software Engineering [REDACTED]

12.2 Promotions

12.2.1 NOTED Memorandum from the Director, Human Resources both entitled “Academic Promotions”, dated 28 May 2024, previously circulated.

12.2.2 NOTED Academic Promotions from Associate Professor B to Associate Professor B recently approved by the President on the recommendation of the University’s Promotions Board.

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:

[REDACTED]	Sexual Violence and Harassment (SVH) Prevention and Response Manager
[REDACTED]	Data Protection Officer
[REDACTED]	Erasmus+ Projects Officer
[REDACTED]	Senior Administrator
[REDACTED]	Digital Marketing Officer (Immersive Software Engineering)
[REDACTED]	UX Designer
[REDACTED]	Desktop Support Analyst
[REDACTED]	Executive Administrator
[REDACTED]	Executive Administrator.

12.4 NOTED Research funded contract appointments for May 2024 as circulated.

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

[REDACTED]

[REDACTED]

[REDACTED]

13. REVIEW COMMITTEE REPORT

- 13.1 NOTED The report of the Review Committee. The Chancellor thanked the members of the Committee for their work on the Report. The members of the Committee then left the room while the matter was discussed.
- 13.2 NOTED The Governing Authority was not in a position to decide whether or not to approve the promotion based on the information available to it. However it must acknowledge the views of the members of the Review Committee.
- 13.3 AGREED The Governing Authority determined that the Promotions Board should be reconvened to consider the candidate's application afresh with a representative from Governing Authority present in the capacity of observer.

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[REDACTED]

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[REDACTED]

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[REDACTED]

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[REDACTED]

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[REDACTED]

- [REDACTED]

14.5

- [REDACTED]

15. HEA PERFORMANCE AGREEMENT (COMPACT)

- 15.1 NOTED Memorandum from the PDP entitled “Explanatory memorandum to accompany Draft 3 of the UL Performance Agreement”, dated 22 & 27 May 2024 and previously circulated.
- 15.2 NOTED Briefing by the PDP on the background to the HEA Performance Agreement September 2024 to August 2028 including the following:
- Obligation on each institution under the HEA Act 2022 to have a Performance Agreement (referred to as Performance Compact) which includes performance objectives, implementation, monitoring, assessment and reporting processes;
 - First draft of the UL Performance Agreement 2024-2028 noted by the Governing Authority in November 2023. The HEA provided written feedback to UL in January 2024 and a revised draft (Draft 2) was submitted to the HEA in February 2024;
 - Following verbal and written feedback in April and May 2024, the HEA have requested a further draft of the Performance Agreement by 7 June 2024;
 - As the process enters the finalisation phase, the current (Draft 3) draft of the Agreement is circulated to members for information;
 - UL has existing strategies in place to 2027 for the core activities of teaching and research, which are the focus of the Performance Framework. These strategies form the basis of the draft Performance Agreement. KPIs, benchmarks and targets have been set by the relevant offices;
 - The HEA agreed that the timeline for the development of the next University strategy could be extended to allow the incorporation of recommendations from the S.64 report and to facilitate adequate consultation with stakeholders;
 - The HEA are introducing a process to modify Performance Agreements in 2025, so UL’s Agreement can be updated when the Strategy 2025-2030 is completed;
 - Likely UL Performance Agreement 2024-2028 will be updated to reflect the new Strategy before the first report is due to the HEA toward the end of 2025.

- The University has decided not to take up the HEA offer of an extension to ensure alignment of the Agreement with the S.64 review as the Agreement is focused on core university activities, outside the scope of the S.64 process. The proposed performance objective relating to institutional culture will provide a means to implement Section 64 recommendations.
- The HEA recommends that UL focus on core activities aligned with the four pillars of the System Performance Framework i.e., Teaching and Learning; Research and Innovation; Access and Participation; and Engagement. Additionally, addressing cultural challenges has been highlighted as a necessity. As a result, the number of performance objectives in the UL Performance Agreement has been reduced from seven to five, specifically: 1. Teaching and Learning, 2. Research and Innovation, 3. Access and Participation, 4. Engagement and 5. Culture. This streamlined approach reflects a clearer emphasis on core activities. Furthermore, the United Nations Sustainable Development Goals (UN SDGs) and sustainability considerations are now integrated across all performance objectives, rather than being treated as a standalone objective.

15.3 NOTED Detailed discussion including the following:

- The FPSC are considering structures around the Strategic Plan and regular monitoring of KPIs;
- Both the Compact and the KPIs will likely be revised in light of the S.64 Report and new Strategic Plan to address governance issues in a coherent way;
- The next draft of the Compact will be considered by the FPSC;
- Several members referenced that they did not have sight of the HEA feedback;
- There are a number of typographical errors within the draft Compact requiring amendment;
- [REDACTED]
- [REDACTED] the Compact should be returned to the HEA by the deadline of 7 June 2024 in line with the sector and that it is business as usual in as much as is possible in the current circumstances;
- The Agreement will co-evolve as the Strategic Plan is developed.

15.4 NOTED “The System Performance Framework 2023-2028: Performance Agreement between University of Limerick and the Higher Education Authority” which will be submitted by the Acting Chief Officer to the HEA by the 7 June 2024 deadline.

16. AUDIT & RISK COMMITTEE REPORT (ARC)

- 16.1 NOTED** Document entitled “Annual Governance Statement 2022/23”, letter from the Acting Chief Officer to the CEO HEA re the Annual Governance Statement, dated 29 April 2024, draft letter from the Chancellor and Acting Chief Officer to CEO, HEA re Annual Governance Statement, dated 27 May 2024.
- 16.2 NOTED** The Interim Chair, on behalf of the Committee, briefed members on the following:
- The Committee met on the morning of 27 May to consider a final draft of the Annual Governance Statement (AGS);

- The AGS is normally submitted by 31 March each year and completed in tandem with the financial statements. [REDACTED]
- The ARC has received appropriate levels of assurance from those with responsibility the various sections covered in the AGS, noting that the statement was significantly qualified in many areas, including in relation to capital/property matters. The Interim Chair thanked the Acting Chief Officer and his team for their level of engagement;
- Suggested going forward an approval “sign-off” sheet be introduced for members of the Executive Committee to provide further assurances to the ARC;
- The Interim Chair of the ARC suggested that the AGS be submitted to the HEA with a cover letter, previously circulated, explaining the qualified replies (i.e. “explain”) in relation to a number of compliance areas primarily (but not completely) connected to matters which have emerged in relation to Rhebogue which point to a need to strengthen internal governance;
- The ARC is recommending the AGS 2022/23 for signing by the Chancellor and Acting Chief Officer.

16.3 Annual Governance Statement Year Ended 30 September 2023

16.3.1 AGREED To approve the Annual Governance Statement for Year Ended 30 September 2023 as circulated for signature by the Chancellor and Acting Chief Officer and forwarding to the HEA.

16.4 AGREED To accept the Audit & Risk Committee Report.

17. FINANCIAL UPDATE

17.1 NOTED Document entitled “Q2 2023-24 Finance Report to Governing Authority 2023-24, 26th April 2024”, previously circulated.

17.2 NOTED A briefing from the CFPO on the key points in the Q2 Report including the following:

- The consolidated projected out-turn for 2023-24 is reporting a deficit of €3.9m, an adverse variance of €2.0m compared to the revised budget. The increase in the deficit is attributable to a combination of inadequate grant funding, fee income shortfall and the planned increase in recurrent non-pay funded from reserves.
- The increase in deficit is all related to recurrent activity. The primary challenges being the State grant is not increasing sufficiently to cover pay awards; non-pay costs are growing with no state grant funding towards increases; and fee income targets have not been met.
- Gross fee income budget for 2023-24 is €140.5m. It is projected that the outturn for the year will be €138m a shortfall of €2.5m or 1.8%.
- First year progression has improved by 1.3% from 85.7% to 87%.
- During the current Strategic Plan, with a base year of 2018/19, registrations increased by 1,966 which is a 12% growth.

- Net fee income is projected to grow by €7m when compared to 2022-23. In the 5-year period from 2018-19 base-year to 2023-24, fee income grew by €33.3m or 33.1%, from €100.6m in 2018-19 to €133.9m in 2023-24.
- At the end of Q2 consolidated cash is €199.7m, an increase of €11.7m since the 30th of September 2023.
- Student debtors is €83.5m, a slight increase of €0.2m on the same period last year. €61.7m of the debt is attributable to government agencies and will be matched to government receipts during Q3.
- Research expenditure excluding equipment for the six months was €18.9m compared to €19.6m for the same period last year. Research awards for the six months were €24.1m compared to €12.9m for the same period in the prior year.
- An update on ancillary services, Finance Systems Projects, compliance, audit and capital projects including the devolved grant, are set out in the appendices.

17.3 NOTED Discussion on various aspects of the Q2 Report including the following:

- While there have been increases in recurrent income there has also been an increase in expenditure. Pay costs have increased by 11.1% comprising new posts, pay awards, increments and promotions. The notified grant includes nil towards non-pay inflation;
- Projected fee income is below budget and an increase at undergraduate level is offset by a decrease in the Bachelor of Medicine and taught masters;
- Research PhDs, diplomas and certificate registrations are below budget;
- In the five-year period from 2018-19 base-year to 2023-24, fee income grew by €33.3m or 33.1%, from €100.6m in 2018-19 to €133.9m in 2023-24 and the growth by faculty was noted;
- Discussion on how fee income is allocated to faculties and how this fits with their priorities;
- Funding continues to be an issue for the sector. The increases in recurrent activity, lack of funding for pay awards, increasing energy costs and that the supplementary grant is not baselined all make it very challenging to return to breakeven scenario;
- Impact on the sector of current difficulties in filling the graduate entry medicine places and may lead to the development of additional undergraduate programmes to satisfy demands on the Government for additional doctors;
- A decline in masters' programmes is countercyclical in the current strong economy and the targets should reflect this and not be too ambitious;
- Important to maintain the strong financial situation in UL and be conservative looking forward to the next budget;
- Investment decisions are in compliance with the University's Treasury Management Policy. A revised Policy will be considered by the FSPC in the Autumn;
- Benefits of a management accounting model where money follows activity;
- Necessity of budget information percolating down through departments and schools and being aware of their respective income and targets;
- The Resource Allocation Model utilised in UL determines how budgets are distributed to faculties and is mainly based on student numbers;
- A portion of the budget will be allocated on research metrics with 2024-25 as a baseline and this will impact behaviour in research going forward;
- Update on the American Federal Aid Submission.

17.4 Section 27 Deficit Letter

17.4.1 NOTED Memorandum from the Acting CFPO entitled “Deficit Letter to HEA”, dated 20 May 2024, previously circulated.

17.4.2 NOTED Briefing by the CFPO that the University expected to have a surplus in 2022-23. This surplus has been reduced to a deficit as a result of the impairments related to City Campus and Rhebogue and it is proposed that a deficit letter be submitted to the HEA for 2022-23. It is forecast at this time that the University will have a deficit for 2023-24. It is therefore proposed that a deficit letter be submitted to the HEA for 2023-24. The CFPO indicated that the deficit is based on a forecast and may change as GAAP adjustments are only processed at the year end.

17.4.3 AGREED To approve the submission of a deficit letter to the HEA for 2022-23 and a letter for 2023-24 as set out in the memorandum.

17.5 HEA Budget Submission

17.5.1 NOTED Memorandum from the Acting CFPO entitled “HEA Budget Submission”, dated 20 May 2024, previously circulated.

17.5.2 NOTED Briefing by the CFPO that the reporting requirements of the HEA require the submission of an annual budget following notification by the HEA of the annual grant to the University and the details were set out in the memorandum. Both the projected outturn and the budget used for the HEA return are subject to further revision as the budget process progresses to approval by the Governing Authority in June.

17.5.3 AGREED To approve submission of the budget submission (excel template) as presented to the HEA subject to the inclusion of a reference to the review of the Fundamental Risk Register as reported in the AGS.

17.6 Finance Update – categorisation of entertainment

17.6.1 NOTED In response to a query raised at an earlier meeting the Finance Division are making improvements on the categorisation and coding of items from entertainment / hospitality to subsistence. The relevant policy is currently under review.

18. STRATEGIC GOVERNANCE COMMITTEE

18.1 NOTED Memorandum from the PDP and EC entitled “Recommendations of Strategic Governance Committee”, dated 27 May 2024, which was previously circulated. The PDP briefed members on the recommendations listed in order of priority at a high level under broad headings and with reference to S.64 Review for the Governing Authority to consider and to inform the work of the Executive Committee and the Governing Authority committees in due course.

19. ANY OTHER BUSINESS

19.1 S.64 Steering Committee

19.1.1 NOTED Membership of a Steering Committee referred to by Deloitte earlier in the meeting. The function of this Committee is to ensure the review process is moving ahead at a pace which will enable the review to be completed within the timeframe mandated within the legislation. The Governing Authority needs to have ownership of this process, including the Steering Committee. This is to be raised at the next meeting.

19.2 Staff Ombudsman

19.2.1 NOTED Dr Donal Donovan shared his experience of a “Staff Ombudsman” while working for the International Monetary Fund and how it might relate to the University.

20. MEETING WITHOUT MEMBERS OF EXECUTIVE PRESENT

20.1. NOTED The Governing Authority met without members of the Executive or the Secretariat present as required under the Code of Practice for the Governance of State Bodies.