



MINUTES

Board/Committee	:	Governing Authority
Meeting	:	Meeting M24-4
Venue	:	Boardroom, LISB
Date	:	25 April 2024
Attendance	:	Ronan Cahill; 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; Mark Southern; Bob Strunz
Apologies	:	Liam Carroll; Kerstin Mey; Emily Rosenkranz
In Attendance	:	Grainne Frain; Ciara Hogan; John Kelly.

1. MEETING WITH THE HIGHER EDUCATION AUTHORITY (HEA)

- 1.1 NOTED The following representatives from the HEA joined the meeting: Dr Alan Wall CEO; Ms Orla Nugent, Deputy CEO; Mr Ciaran McCaffrey, Head of Capital; Ms Vivienne Patterson, Head of Skills, Engagement & Statistics; Mr Tim Conlon, Head of Policy and Strategic Planning; Ms Victoria Brownlee, Senior Manager, System Development and Performance Management; Mr Maurice Moynihan, Senior Manager, System Governance and Ms Elaine Vaughan, Senior Manager, Capital Funding.
- 1.2 NOTED The Chancellor welcomed the HEA representatives and there was a brief round the table introduction from all those present. The Chancellor informed the meeting she had sight of the draft HEA Terms of Reference which included a range of areas: Due Diligence; Conflict of Interest; Communication, Relationships, and Culture including HR; Governance and Oversight; External Reviews of areas; Culture and Protected Disclosures.
- 1.3 NOTED Dr Wall addressed the Governing Authority regarding the triggering of a S64 review. The HEA has very significant concerns given that this is the second time that a property issue has arisen in UL. While two other institutes are also subject to a S.64 review the situation in [REDACTED] UL has already had a number of visits to PAC. Different issues and concerns were raised during this visit by the HEA [REDACTED] UL has a community of scholars, well capable of self-determination and autonomy for the national good but its academic achievements are being constantly clouded by these issues. Significant and far-reaching changes are essential from this review to address the matters set out in the Terms of Reference within the deadline of the next 60 days, with a possibility of a further 30-day extension. The S.64 review is a priority matter for the University, and the HEA will consider

Board/Committee : **Governing Authority**
Meeting Number : **M24-4**
Page No. : **2**

that in the context of the University's obligations to submit a Performance Agreement and a Strategic Plan. The Annual Governance Statement must also reflect the S.64 review.

- 1.4 NOTED The Chancellor thanked Dr Wall for his candour on what is a very important review for the University's future. While assurances were given to the HEA in the past, the University cannot expect its stakeholders to accept anything on trust at this time. There is now a strong onus on the Governing Authority and Executive Committee, within their respective spheres of responsibility to do everything possible to bring UL to a safe harbour ensuring these issues never happen again. It is only by action and hard work that control will be reasserted over the University's affairs, and by our actions we will earn the trust and confidence that our stakeholders previously held in UL. By working together we as trustees of this organisation will restore the institution's reputation.
- 1.5 NOTED Discussion which included the following:
- Dr Wall expressed his thanks for the support and feedback from the campus community during their visit which assisted in settling a final version of the Terms of Reference. It will be a matter for UL to demonstrate what it is doing about these issues, [REDACTED]
 - The HEA will engage further with the University (in accordance with its functions under S.65 of the HEA Act 2022) and to the Governing Authority.
[REDACTED]
 - [REDACTED]
 - View expressed current issues may be a combination of processes, individual actions and culture;
 - The HEA will undertake a parallel external evaluation of culture;
 - The Chancellor expressed her wish for the HEA and UL to co-create the future and that there is no reason this cannot be achieved.
- 1.6 NOTED The HEA representatives left the meeting.
- 1.7 NOTED The Chancellor emphasised that S.64 review, although it will be difficult, presents the University with very important opportunity to reset and that as trustees, members owe it to the staff, students and the institution to get this right for the future of the University.

Board/Committee : Governing Authority
Meeting Number : M24-4
Page No. : 3

- 1.8 NOTED The draft HEA Terms of Reference will be added to Decision Time for the information of members and must for the time being, be treated as confidential.

2. CONDOLENCES

- 2.1 AGREED That the condolences of the Governing Authority be conveyed to the families of the following:
- **Margaret Hayes** - Margaret worked in the Library for many years and retired in 2007. Her daughter, Dr Kathryn Hayes works in the School of English, Irish and Communication and our thoughts are with her and all Margaret's family at this sad time.
 - **Mary Smith** – Mary joined NIHE in the 1970's working in Admissions and Student services before joining Thomond College of Education until it integrated into UL. She then spent many years in the role of Department Coordinator in the Physical Education and Sport Sciences Department (PESS) until her retirement in 2007.
 - **Jim Christian** – Jim was Director of Thomond College of Education 1976 to 1991 and was instrumental in ensuring TCE became a recognised college of the NUI and was placed on a statutory basis in 1980. He also oversaw the transition of TCE's formal integration into UL in 1991.
 - **Pat Kelly** – Pat was the first Director of the Library & Information Services Division from 1972-199 and was responsible for the phenomenal growth of the Library from its original location in the basement of Plassey House to the current purpose-designed Glucksman Library & Information Services buildings.

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. None were declared.

4. MINUTES AND MATTERS ARISING

- 4.1 AGREED The minutes of Governing Authority M24-3 of 28 March were agreed as presented.
- 4.2 NOTED The Chancellor emphasised the importance of confidentiality with regards to these minutes particularly in relation to those discussions [REDACTED]
[REDACTED] All members agreed to respect the requirement for confidentiality.

Board/Committee : **Governing Authority**
Meeting Number : **M24-4**
Page No. : **4**

5. RESOLUTION – FUNCTIONS OF THE CHIEF OFFICER

5.1 NOTED Memorandum from the Corporate Secretary entitled “Governing Authority Appointment of Chief Officer”, dated 18 April 2024. A briefing by the Corporate Secretary included the following:

- Members emailed on 11 April 2024 regarding the appointment of a person to perform the functions of the Chief Officer as provided for in the Fourth Schedule of the Universities Act 1997 as amended (Paragraph 2C).
- The Resolution, unanimously approved, designated Professor Shane Kilcommins as the employee who will perform the functions of the chief officer during the absence of the President.
- All members indicated their approval of the Resolution which came into effect on 12 April 2024.
- The Resolution, signed by the Chancellor and Corporate Secretary was attached to the memorandum for the information of the Governing Authority.
- For the avoidance of any doubt, the Resolution is being put to the members at an in-person meeting of the Governing Authority for formal approval. This Resolution, once approved, will supersede Resolution of the Governing Authority (Reference No: GA-24-01) which will then be revoked.

5.2 AGREED To formally approve Resolution of the Governing Authority (Reference No:GA-24-02) *Designation of an Employee of the University to perform the Functions of Chief Officer.*

6. HEA DRAFT TERMS OF REFERENCE

6.1.1 NOTED Document entitled “S64 HEAA 2022 Draft Terms of Reference – University of Limerick”, which was tabled at the meeting.

6.1.2 NOTED Detailed discussion including the following:

- Rhebogue is the precipitating event, and is symptomatic of the HEA’s concerns;
- Emphasised the matters to be reviewed are specified by the HEA in accordance with Section 64, and so the Terms of Reference are in effect the HEA’s Terms of Reference. The HEA will ultimately determine how the final report is published;
- UL must also facilitate the HEA reviews, e.g. culture and protected disclosures;
- A professional services firm will need to be engaged to undertake review, given the level of analysis that is required, and to ensure it is completed within the time period set out in the S.64 review;
- The procurement process will be discussed at the next meeting to allow time for the Finance Department to draft a proposal around the procurement process for consideration and approval by the Governing Authority;

Board/Committee : **Governing Authority**
Meeting Number : **M24-4**
Page No. : **5**

- An evaluation panel may be required, comprising a subset of members of the Governing Authority;
- S.64 is the first element of rebuilding trust with the University's stakeholders, and the quality of this complex review is of the utmost importance. The review must be comprehensive, consistent, employ the appropriate expertise and be completed on time;
- View expressed on the importance of managing conflicts of interest in any appointment of a professional services firm;
- Challenges around a credible set of recommendations with practical consequences and identifiable changes with good results. This should be given consideration by members in advance of the review;
- Members expressed their optimism that UL will come out stronger from the review and should take full advantage of this crisis. This review should be used to professionalise how we do our business, ensure that there is accountability, and the University's policies, systems, and processes are equipped to identify and prevent such issues occurring again;
- The Strategic Governance Committee Report is a good starting point with good recommendations around structures. [REDACTED]
- Need to consider a communication to the campus community with maximum disclosure on the review with the permission of the HEA;
- The Strategic Plan although a legal requirement will be deferred with the consent of the HEA until after the S.64 review. The Strategic Plan must set the right ambition for the University and be implemented over the lifetime of the current Governing Authority.

7. ANY OTHER BUSINESS

7.1 Review Committee

7.1.1 NOTED The Corporate Secretary advised members that he received [REDACTED]
[REDACTED] he Governing Authority was requested to appoint a Review Committee in accordance with the Policy & Procedures for the Promotion of Academic Staff.

7.1.2 AGREED That the Review Committee will comprise of Mr Liam Carroll, Ms Aibhlín McCrann and Ms June Pearson Arnold.

7.2 Ministerial Nominees to the Governing Authority

7.2.1 NOTED The Chancellor briefed members that the Minister, DFHERIS has not indicated when his nominees to the Governing Authority will be appointed. In the context of the S.64 review it is important that the appointees have the skills/competencies which complement the current composition of the Governing Authority. The Chancellor informed members that both she and the

Board/Committee : **Governing Authority**
Meeting Number : **M24-4**
Page No. : **6**

PDP (Acting Chief Officer) have written to the Minister to invite him to visit UL at his earliest convenience.

7.2.2 NOTED Detailed discussion including the following:

- Understandable that the Minister [REDACTED]
- Necessity of committees with appropriate expertise being in place as a matter of urgency. This is in the interest of governance, transparency and to provide the necessary support to the Governing Authority;
- The areas where skills are now required in committees include financial, audit, risk management, legal and corporate governance. With interest having been previously expressed from Alumni, the Corporate Secretary suggested a formal call to be issued to the Alumni community setting out the specific skills required. This will be discussed by the Nominating Committee.

7.2.3 The Corporate Secretary confirmed further correspondence received from the Joint Committee on Education, Further and Higher Education, Research, Innovation and Sciences dated 23 April re the University's attendance at that committee meeting, scheduled for 15 May 2024.

7.3 Charities Regulator

7.3.1 NOTED The Corporate Secretary briefed members on a letter received from the Charities Regulator dated 9 April 2024. He set out the draft response by the University dated 25 April 2024 to a number of matters raised: [REDACTED]

7.3.2 AGREED To issue the letter to the Charities Regulator as presented.

7.4 Directors & Officers Insurance Cover

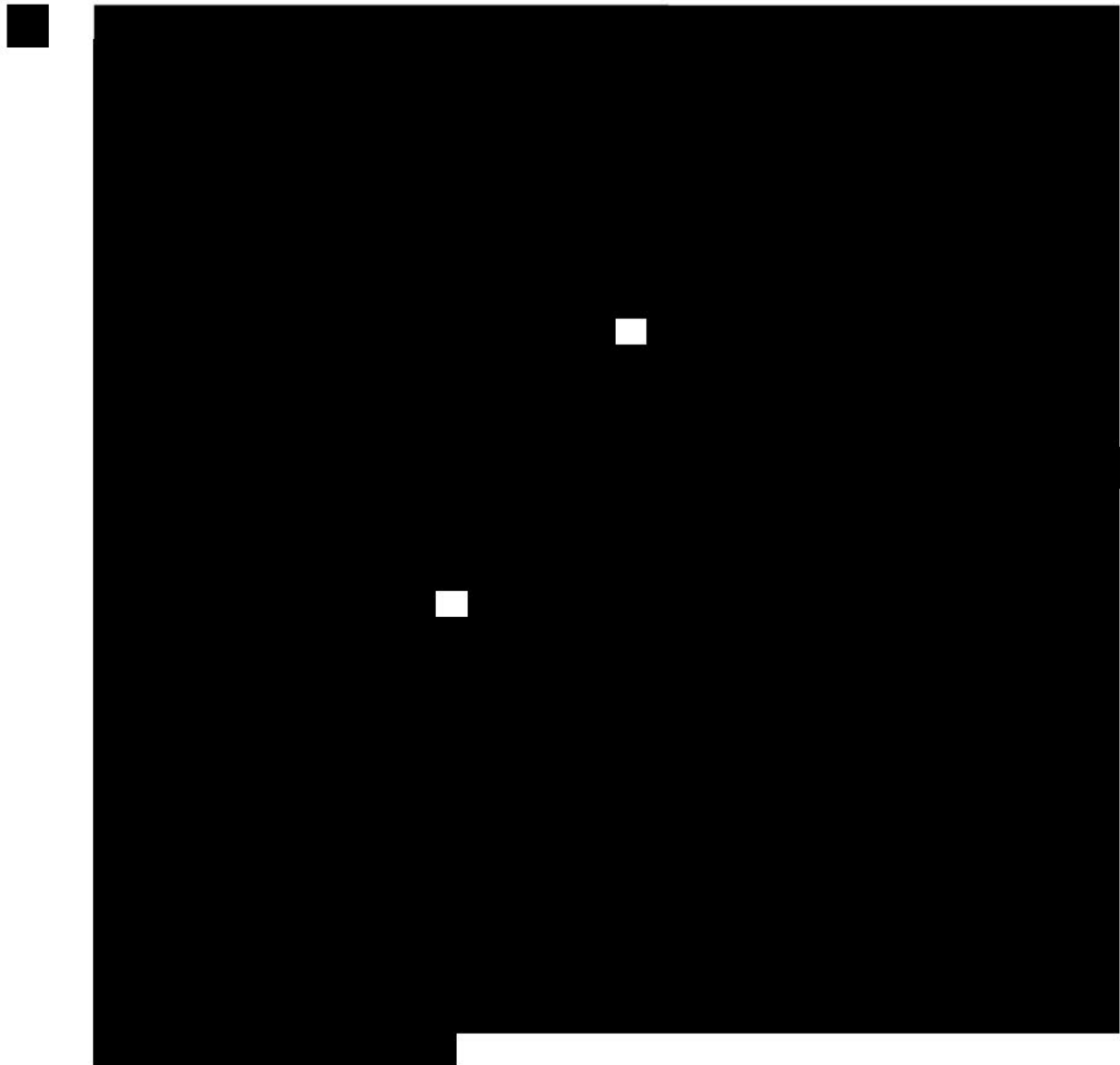
7.4.1 NOTED In response to a query the Corporate Secretary will circulate details on the current coverage for Directors and Officials Insurance Cover Liability to members.

7.5 [REDACTED]

7.5.1 [REDACTED]

Board/Committee : **Governing Authority**
Meeting Number : **M24-4**
Page No. : **7**

7.5.2 NOTED The Chancellor and several members expressed their concern about sensitive information concerning Rhebogue being in the public domain. The importance of trust, and of respecting confidentiality was discussed, and all members agreed that this was essential.



[Redacted line of text]

[Redacted line of text]

[Redacted line of text]

Board/Committee : Governing Authority
Meeting Number : M24-4
Page No. : 7

7.9 Correspondence of note provided for information of Governing Authority

- S.64 HEAA 2022 Draft Terms of Reference – University of Limerick. Members are requested to provide any comments via the Corporate Secretary, after which the Terms of Reference will be finalised.
- Letter from Committee of Public Accounts (PAC) dated 16 April re meeting 9 May 2024.
- Letter from Joint Committee on Education, Further and Higher Education, Research, Innovation and Sciences dated 23 April re meeting 15 May 2024.
- Letter from Chancellor to Minister O'Donovan dated 11 April 2024.
- Letter from Provost & Deputy President to Minister O'Donovan dated 12 April 2024.
- Letter from Charities Regulator dated 9 April 2024.
- Letter to Charities Regulator dated 25 April 2024.