

MINUTES

Board/Committee	:	Governing Authority
Meeting	:	Meeting M24-7
Venue	:	Boardroom, LISB
Date	:	25 June 2024
Attendance	:	Ronan Cahill; Roger Dsilva; Donal Donovan; Kevin Fleming; Síoфра Foley; Ann Marie Kennedy; Shane Kilcommins (MST); Brigid Laffan (Chair); Edmond Magner; Aibhlín McCrann; Anne O'Connor; Sinéad O'Flanagan (MST); Mark Southern; Bob Strunz
Apologies	:	Liam Carroll; June Pearson Arnold
In Attendance	:	Grainne Frain; John Field; Ciara Hogan; John Kelly.

1. GENERAL

1.1 Welcome

- 1.1.1 NOTED The Chancellor welcomed Ms Síoфра Foley, Deputy President & Welfare Officer and wished her well in her new role. She also welcomed Ms Lucy Edith Kizza, incoming President Postgraduate Students' Union, who was in attendance at the meeting and will be taking up her new role in August 2024.
- 1.1.2 NOTED The Chancellor welcomed Mr John Field, Chief Financial Performance Officer (CFPO). Given the financial challenges facing the sector it is prudent for the CFPO to be in attendance at meetings and that is the usual practice in other universities. Should the Governing Authority wish to discuss any matter in private it is understood that members of the Executive will leave the meeting.

1.2 Ministerial Nominees

- 1.2.1 NOTED The Chancellor will raise the matter of the urgency to fill the two positions reserved for Ministerial nominations on the Governing Authority with the Department of Further and Higher Education, Research, Innovation and Science.

1.3 Condolences

- 1.3.1 AGREED That the condolences of the Governing Authority be conveyed to the families of the following:
- Mr Paul Costelloe, a third year Business Studies student;
 - Professor Michael Hayes, Adjunct Professor in Chemistry and retired member of academic staff, who died tragically in Kilmurry Village.
- 1.3.2 NOTED The Chancellor briefed members of her understanding from the Buildings and Estates Division that there are no building regulations defects in Kilmurry Village and that the fire started internally. If any further information comes to light the Governing Authority will be informed. Garda investigations are ongoing.

- 1.3.3 NOTED Professor Magner informed members that he worked with Professor Hayes, over many years and that he contributed enormously to all aspects of University life from research to athletics and will be sadly missed by all his colleagues.

2. CONFLICTS OF INTEREST

- 2.1 NOTED The Corporate Secretary requested members to declare if they had a conflict of interest arising in relation to any matters on the agenda. The CFPO declared his involvement in the Larkin House transaction on behalf of the University and on which he will brief members in the Section 64 Review item later in the meeting.

3. RESIGNATION OF PRESIDENT

- 3.1 NOTED Briefing by the Chancellor on her recent communication regarding the resignation of the current President and the interim arrangements that apply until then. The Governing Authority will consider the process for the appointment of a new President at the September meeting.

3.2 Resolution GA24-05

- 3.2.1 NOTED Document entitled "Resolution of the Governing Authority Reference No: GA-24-05", previously circulated.
- 3.2.2 NOTED Briefing by the Corporate Secretary that Resolution (Reference GA-24-02) *Designation of an Employee of the University to Perform the Functions of Chief Officer* requires amendment to take account of the forthcoming vacancy for the position as President. This Resolution provided only that the Provost would be the Chief Officer while the President was absent. The revised Resolution, GA-24-25, designating the Provost & Deputy President (PDP), Professor Kilcommins, as the Chief Officer, now provides that he shall perform the functions of the President (Chief Officer) in the absence of the Chief Officer, and also where the Chief Officer is vacant.
- 3.2.3 AGREED To formally approve Resolution of the Governing Authority (Reference No: GA-24-05) *Designation of an Employee of the University to Perform the Functions of Chief Officer*.

4. UNITE TRADE UNION

- 4.1 NOTED The Chancellor welcomed Professor Eoin Devereux and Ms Catherine Fitzgerald, Unite Trade Union representatives to the meeting. She emphasised the importance of the Governing Authority hearing the Trade Union's perspective given the large number of staff they represent.
- 4.2 NOTED Professor Devereux, UL Unite's convenor, provided his background including that he has been a member of staff for over 35 years and held roles as a Head of Department and Assistant Dean, Research. In addition to a variety of roles, he was elected three times by his peers to the Governing Authority.

4.3 NOTED Professor Devereux's briefing to the members included:

Unite's perspective on UL at the present time

- Unite is not in the business of telling the Executive Committee what to do, there is a facilities agreement in place between Unite and the University and the Union's role is to focus on employee rights and industrial relations.
- Unite's simple message is that it is role of the Governing Authority is to govern, to consider critically what they are presented with and ask difficult questions of the Executive. Professor Devereux expressed the view that previously there were too many Executive members attending the Governing Authority.
- Currently Unite has over 900 members and this is increasing weekly. The staff are what makes the University function and have an expectation that all UL policies and procedures are followed.
- Unite acted responsibly during the University's recent issues and did not engage with the media despite pressure to do so.
- The Union has its finger on the pulse of UL and had consciously arranged social events to encourage staff to meet in what have been challenging circumstances.
- The anger and disillusionment felt by staff has not gone away. There is much to be done to restore trust and confidence with no quick fixes.
- Unite's perspective is that policies have been used against staff and as a result issues may end up in the High Court or WRC.

Cultural Audit

- Organisational culture is a priority for Unite which constantly works with staff on a local level.
- Unite is concerned that where issues involving bullying, bad behaviour or policies not being followed were raised, the response was defensive rather than engaging. What should be addressed is what can be done to reduce such behaviour and whether the relevant policies are effective.
- Acknowledged that there has been very positive engagement with the Acting Chief Officer (ACO).
- Out of a sense of frustration with the Appreciative Inquiry (AI) Model Survey undertaken by the University Unite conducted its own staff survey.
- The Appreciative Inquiry Survey was circulated to the last Governing Authority but the decision was made not to publish.
- The Unite Survey outcome was circulated to the Governing Authority, Executive Committee and the Chancellor. The Chancellor sought to engage further whereas the Executive response was to refer engagement through the new People & Culture Committee.
- The survey identified a lack of confidence in senior leadership; perception of a twin track approach to policies and procedures; frustration and low levels of morale; pride in UL; members happy in their individual units; long-term service members highlighted increased alienation, communications that obfuscate (although this has improved), and no humility when apologising for mistakes.
- There is no working definition of what culture is and the newly established Culture and Engagement Working Group and the composition of the group is not right. It would have been better had there been calls for expressions of interest rather than the composition being selected. There are experts across the University who would be willing to become involved, and their involvement would give ensure it had credibility.

4.4 NOTED Ms Fitzgerald briefed the members on her background including that she had worked in the University for 28 years across several different functions. She briefed members on the following:

- Perception of institutional bullying has impacted the functioning of the University.
- Mutually agreed policies have been used against staff with an impact on individuals that has been career threatening and life diminishing.
- There is a disparity between resolution for those who have acted honorably and a tardiness around resolving issues with a perceived gap of credibility in senior leadership.
- Sense of endemic behaviours being present, the need to question the increasing number of protected disclosures and how these have been handled.

4.5 NOTED Additional comments by Professor Devereux and Ms Fitzgerald included:

- Akin to any personal relationship when trust breaks down - rebuilding takes time;
- Noticed pattern of growing pressure for Unite to accept policies and procedures which lack an appeal processes. Staff are directed to the Grievance Procedure which is seen as a lengthy process in which they do not feel confident engaging with. Staff want a simple but effective process which facilitates them asking questions;
- If the University wants Unite to engage they need to allow members a process to appeal;
- Trust is the University's greatest asset and it will take time to rebuild;
- Importance of communication, dealing with issues promptly and adherence to all policies and procedures;
- Acknowledged that there has been a shift in recent times to improving communication;
- Frustration felt by the Unite Executive with regard to follow-up on issues e.g. long delay in pay restoration for part time staff;
- Necessity to look inwards at what has failed and get UL back on track.

4.6 NOTED The Chancellor expressed her appreciation for the forthright discussion by the Unite delegation, noting that a low trust environment poses serious challenges to the University. The S.64 Review and associated reviews will move some of these issues forward. However, the University should commit to a maximum timeframe of two years to change the prevailing culture. This must include solving issues at the lowest possible level as well as distributing leadership across the University.

4.7 NOTED Detailed discussion including the following;

- The vast majority of Unite work is evidence of policies not applied appropriately by line managers. This is unnecessary and could be resolved quickly at a local level;
- Necessity to understand exactly what culture is and that UL needs to decide on its priorities and purpose;
- Unite made suggestions regarding the membership of the Culture and Engagement Working Group communicated by HR and which raised concerns amongst the staff.
- The ACO provided assurance that Unite's concerns are addressed in the revised membership of the Working Group and it will commence work as soon as possible;

- Query raised as to whether surveys in the sector would be useful for comparison purposes and if it is an issue with inappropriate cultural practices or related to mid-management style;
- Whether issues seen in UL are the same in other Higher Education Institutes, if not then what are the comparable factors, people, structures etc. from which UL can learn;
- The importance of resolving issues before they escalate. Suggested by a member that an internal “Ombudsman” model may be worth consideration;
- Strategic Governance Committee recommendations together with Culture and Engagement Working Group will be important in moving forward. The issue of protected disclosures will be also be addressed in review currently underway;
- Policies must apply across all levels and the importance of considering an appropriate appeals process was emphasised.

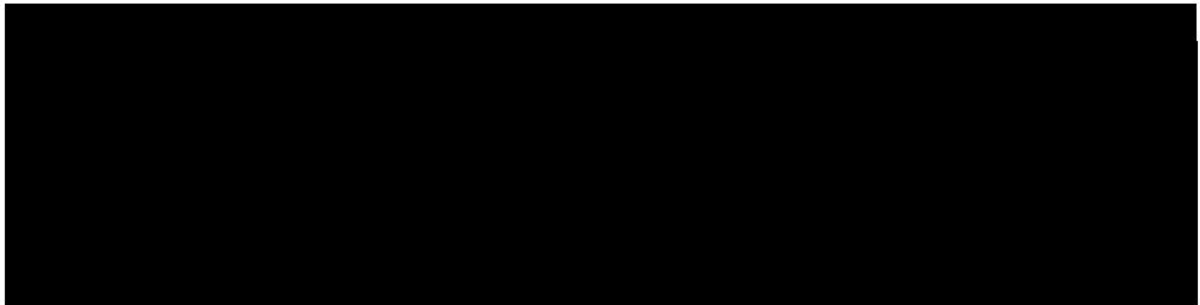
4.8 NOTED The Chancellor thanked the Unite representatives for their candour and acknowledged the many challenges facing the University. She concluded that the more transparent an institution is, the better it will run. Professor Devereux and Ms Fitzgerald left the meeting.

5. S.64 REVIEW

5.1 Update from Deloitte

5.1.1 NOTED The Chancellor welcomed Mr David Kinsella and Ms Camille McDermott, Partners Deloitte, who joined the meeting via MS Teams. Mr Kinsella provided a briefing on their work, engagement and next steps since their last update to the Governing Authority on 27 May 2024.

5.1.2



A draft report will be shared with the Governing Authority by close of business, 18 July. Deloitte will be in attendance to discuss the draft in person at the Governing Authority meeting on 23 July and to take feedback on any comments. The final report will then issue.

5.1.4 NOTED Discussion including the following:

- Clarification that the Deloitte Report will be presented to the HEA on 29 July as required. The Report will include feedback from members gathered at the meeting on 23 July noting that there is a short window to consider the recommendations;

- UL will respond directly to the HEA and provide the full Report as received from Deloitte along with a cover letter;
- The recommendations must be clear, informative, focus on priorities, be internally coherent and assist UL to a better place and out of the current crisis;
- Deloitte clarified the recommendations will be grouped together with practical recommendations classified as high/medium/low impact. This clustering will facilitate streaming, managing and monitoring recommendations appropriately with Governing Authority prioritising and agreeing an action plan.
- Need to consider whether UL will have the capacity to implement the recommendations and if some may require external support;
- Must be cognisant of the other reviews that are underway, timeframes and engagement with the HEA for a shared programme to move forward mindful of priorities, capacity and impact;
- In response to a query on reflecting the different stakeholder perspectives, Deloitte clarified their role is not to highlight the different perspectives but to assess them, consider the processes, controls and make recommendations for good practice in an independent manner.

5.1.5 NOTED The Chancellor thanked Mr Kinsella and Ms McDermott for their input stating that she is looking forward to further engagement with Deloitte. Mr Kinsella and Ms McDermott left the meeting.

5.2 Protected Disclosures Review - Terms of Reference

- 5.2.1 NOTED Document entitled “Terms of Reference for Review of Protected Disclosures at University of Limerick”, previously circulated.
- 5.2.2 NOTED The Corporate Secretary briefed members on a HEA communication recently received for an external review of protected disclosures. Mr William Maher, BL has been appointed to conduct the review on behalf of the HEA. [REDACTED]

5.3 Cultural Assessment Approach

- 5.3.1 NOTED Document entitled “Higher Education Authority – Independent Cultural Review of University of Limerick, Proposed Approach, May 2024”, previously circulated. The Corporate Secretary briefed members that the HEA has appointed Mazars to carry out a review of culture. Mazars are undertaking a comprehensive evaluation of culture and the efficiency of institutional strategies with respect to culture over the last three years. This review is retrospective and is underway with indication by the HEA that it is intended it be completed along similar timelines as the S.64. Mazars have already been provided with a large volume of documentation by the University.

5.4 Capital Project Review

5.4.1 NOTED Document entitled “HEA Request – Review of UL Capital Project”, previously circulated. This review relates to property transactions / capital projects over a fifteen year period and the projects and transactions covered were set out in the document.

5.5 NOTED Detailed discussion including the following:

- Volume of work on the teams feeding into the various reviews, if there are sufficient resources assigned and the possibility of staggering the reviews and responses;
- HEA preference is to complete all the reviews at a similar time in order to develop a coherent programme of work;
- The Executive team, the Corporate Secretary and CFPO in particular, have been operating under immense pressure with their teams to meet the requirements of the various reviews. If required further external resources could be considered but ACO view is that it would be preferable to keep the work internal;
- The Chancellor and members commended staff on their professionalism and extended their gratitude to all those involved in what are difficult and demanding circumstances with tight deadlines in addition to the University’s core business;
- The expectation is that all reports would be completed by the end of August;
- Concern expressed with regard to maintaining confidentiality of individuals who have made protected disclosures. Potential solutions include the pseudonymisation of records, a data sharing agreement with the HEA and seeking consent from those involved to share their information;
- Any change programme must be internally cumulative and work to bring UL to a safe harbour.

5.6

[REDACTED]

5.6.2

[REDACTED]

5.6.3

[REDACTED]

5.6.4

[REDACTED]

5.6.5

[REDACTED]

5.6.6

[REDACTED]

5.6.7 NOTED The CFPO updated members on the C&AG Special Report commenced after PAC 2023 appearance relating to the Dunnes Stores acquisition to assist the PAC members. As part of the scope of the Report the C&AG considered the KPMG recommendations around property acquisitions and the application of the Acquisition Policy subsequently. As Rhebogue was the only subsequent property transaction it was brought into scope and the C&AG will include a full chapter on Rhebogue in their Special Report. [REDACTED]

5.6.8 NOTED The CFPO advised the C&AG were asked by Deloitte to meet however they will not do so until after the C&AG Report has been published.

6. ACTING CHIEF OFFICERS' REPORT

6.1 NOTED Document entitled "Acting Chief Officer Report to Governing Authority June 2024", previously circulated.

6.2 NOTED The Acting Chief Officer briefed the members on the updated Report that provided a heightened focus on the strategic goals across the University. He highlighted a range of items including: The Director of Strategic Planning, Performance & Strategic Change liaising with the Executive Committee in laying out timelines and priorities for the new Strategic Plan; Summer Conferring's with 1,202 graduating students and 615 An Garda Síochána also celebrating their Bachelor of Arts in Applied Policing conferring's; UL performed well in the CAO application and first preference numbers, first preferences increased by 4% in March and 6% in May; UL ranked 61 in the 2024 Times Higher Education Impact Rankings, UL was ranked second in Ireland and is the only Irish University to have an improved ranking.

6.3 NOTED Discussion that included;

- Members welcomed the newly structured Report which they found very informative;
- The importance of including the risks and challenges for each of the faculties;
- Concern expressed that the student/staff ratio figures are very high;
- In response to a query ACO informed the meeting there are no further state funded projects similar to the Algerian Student project underway presently or in development. The Algerian project was a large and bespoke initiative at the time.

6.4 Promotions Process

6.4.1 NOTED Feedback on the recent promotions process undertaken in UL with a Governing Authority member in attendance. The Governing Authority member, Mr Kevin Fleming, reported that the process, which considered 40 candidates, was extremely robust, set an excellent tone with regard to every candidate and was an independent and fair process.

6.4.2 NOTED The Chancellor thanked Mr Fleming for his valuable comments and for his time in attendance at the promotions process representing the Governing Authority.

7. STUDENT RELATED MATTERS

7.1 Student Life Report

7.1.1 NOTED Document entitled "Report of UL Student Life for the Governing Authority" as at 14/06/2024". The President, Student Life and Deputy President & Welfare Officer highlighted a range of items in the Report including: Officer Reports; Clubs & Societies; Leadership & Representation; Marketing & Communications; UL Student Life launch of Wellbeing Strategy. The Wellbeing Strategy will be circulated to members.

7.2 Postgraduate Students' Union Report

7.2.1 NOTED Document entitled "Report from UL Postgraduate Students' Union to Governing Authority", dated 25 June 2024. The President, PSU highlighted a range of items in the Report including representation on the PCC Board of Directors and Up Coming Events including PhD Coffee Morning; Staff vs Student Gaming Challenge, MAGHREB event for students from North African countries and subsidised meal vouchers; welcome for the recent increase in stipend for PhD students; need for both Unions to reflect on the decrease in the number of clubs and societies in UL.

7.3 NOTED The President, PSU raised the possibility of utilising a section of the existing Student Union Building when Student Life move to their new Student Centre. The PSU who currently only have one room for their 5,000 members in the corner of the Stables Courtyard and are in need of a larger space.

7.4 NOTED In response to a query that there has been no increase in the student capitation received by the Unions since 2009, the CFPO confirmed an increase of €5 has been included in the budget for 2024-45 and an additional €5 for the following year.

8. ACADEMIC COUNCIL REPORT

8.1 NOTED Document entitled “Academic Council Report to Governing Authority” dated June 2024. The ACO briefed members on the Report.

8.2 AGREED To accept the Academic Council Report to the Governing Authority.

9. MINUTES & MATTERS ARISING

9.1 AGREED The following amendments to the minutes of M24-6 of 27 May:

Section 15.2 (last bullet)

The HEA recommended ~~that~~ UL focus on core activities aligned with the four pillars of the System Performance Framework: 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 necessity to address cultural challenges was also highlighted. Therefore,~~ 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.** ~~reflecting a clearer focus on core activities. The UN SDGs and sustainability are incorporated across the~~ 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 as a standalone objective.”

9.2 NOTED The HEA reverted on the approved Governing Authority minutes from 25 April 2024 with the amendments prior to their publication. These amendments were agreeable to the Governing Authority.

9.3 NOTED Members are requested going forward to indicate on one Advanced (previously known as Decision Time) their approval / rejection of the relevant minutes.

10. GOVERNING AUTHORITY ACTION ITEMS

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

10.2 Preparing Papers for Governing Authority Committees

- 10.1.1 NOTED A document “Guidance note on preparing papers for the Governing Authority/subcommittees”, dated 25 June 2024. Briefing by the Corporate Secretary on the provision of this revised note following discussion at the last meeting.
- 10.2.2 AGREED The Corporate Secretary will provide a revised guidance document on preparing papers which may refer to but will not itself prescribe any mandatory requirements. Revised Standing Orders will address mandatory requirements referred to in the guidance note and any other items the Governing Authority consider appropriate.
- 10.2.3 NOTED Policy revisions in relation to the approval of property acquisitions and other such matters will be informed by and progress on the basis of the recommendations of the S.64 Review.

10.3 Membership of Steering Committee S.64 Deloitte

- 10.3.1 NOTED The current composition of the Steering Committee was discussed. The CFPO advised the members that as part of the Deloitte S.64 work being undertaken they required a check-in process. The Steering Group is an information group only and received no updates. Their role is to assist with logistical arrangements and ensure the provision of documentation or to alleviate any delays in accessing them. The group has only met once and is within the Governing Authority’s remit to place a member on. There is no further meetings of the groups scheduled.
- 10.3.2 NOTED The membership of the Group is a matter for the Governing Authority and if there is a requirement for the Steering Committee to meet again (which seems unlikely at this stage), members of the Governing Authority should be present.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

10.5 C&AG Report

10.5.1 NOTED A C&AG Special Report on value for money and property acquisition is expected shortly. The CFPO briefed members on the C&AG information requests to which UL had responded in late May. The Report will be issued to UL and the PAC and could form another visit to the PAC. It was noted that both Deloitte and the C&AG will be publishing reports on Rhebogue and while the C&AG had not objection to meeting with Deloitte they will not do so until their report is published.

11. APPOINTMENTS

11.1 Academic Staff Appointments

11.1.1 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Head of School, Allied Health on a [REDACTED].

11.1.2 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as University Teacher on [REDACTED].

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

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

11.1.5 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Assistant Professor B in Ritual Chang and Song on a [REDACTED].

11.2 Support Staff Appointments

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

[REDACTED]	Procurement Category Manager
[REDACTED]	Senior Technical Officer
[REDACTED]	Senior Administrator
[REDACTED]	Senior Administrator

11.2.2 NOTED Research funded contract appointments for June 2024 as circulated.

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

11.2.4 NOTED Members are requested going forward to indicate on oneAdvanced their approval or rejection of the appointments.

11.2.5 NOTED The matter of approving tabled appointments as well as facilitating an abstention where a member has been on a Selection Board will be addressed on one Advanced by the Corporate Secretary's Office.

12 STRATEGIC DEVELOPMENT ZONE (SDZ)

12.1. NOTED The Chancellor briefed members that the SDZ project was given approval by the Governing Authority in November 2021. The project arose at a recent ULF meeting at which the ACO and Chancellor were present. [REDACTED]

[REDACTED]. The Chancellor emphasised the need to establish an appropriate process around the SDZ including a business case and then the University can make an informed decision. There may be timing constraints with an upcoming change in the planning laws impacting any future designations. However, the importance of completing due diligence takes priority.

12.2. NOTED The ACO provided an update on the SDZ. [REDACTED]

12.3. NOTED Detailed discussion that included:

- [REDACTED]

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- 12.4. AGREED Further specialised advice is required on the matter to establish what a commitment to designation means. Internal legal advice to be sought on the implications of the designation and if additional external advice is required. Ms Anne O'Connor to check information with her contacts in relation to the designation process.

13. CHAIRS OF GOVERNING AUTHORITY COMMITTEES

- 13.1. NOTED Document from the Corporate Secretary entitled "Nominations / EOI's for Committee Chairs", dated 25 June 2023 and previously circulated. The Corporate Secretary briefed members on the Report.
- 13.2. AGREED To approve the recommendations of the Chairs as set out in the proposal:
Audit & Risk Committee: Mr Pat O'Neill (pending any internal confirmations the Chair designate may require to obtain from his firm)
Finance, Performance and Strategy Committee: Dr Donal Donovan
People and Culture Committee: Ms Catherine Duffy
Student Experience, Access and Equality Committee: Ms June Arnold
Campus Development Committee: No nomination / EOI received and a further nomination will be sought after its first meeting.
- 13.3. AGREED The role of Deputy Chair has not been previously considered by the Governing Authority and is a matter for each of the Committees which can come back for noting.

14. AUDIT & RISK COMMITTEE REPORT

14.1. NOTED Document entitled "Audit & Risk Committee, Chair's Report to the Governing Authority, 25 June 2024", previously circulated. Matters addressed in the Report included:

- Student Administration System;
- C&AG Management Letter 2021-2022;
- Quarterly Procurement Update;
- Risk Management – Policy; Handbook; Training & Risk Assessment;
- Charities Regulator;
- Health and Safety Report;
- GDPR Report;
- Legal Cases Report;
- Use of University Seal Report;
- Internal Audit Review Group;
- Fraud Response Panel;
- [REDACTED]
- Points of note.

14.2. AGREED To accept the Audit & Risk Committee Report.

15. NOMINATING COMMITTEE REPORT

15.1 NOTED Document entitled "Nominating Committee, Chair's Report to Governing Authority, 25 June 2024", previously circulated.

15.2 NOTED The Chair, on behalf of the Committee, briefed Governing Authority on the matters in the report that included;

- The Alumni expressions of interest received;
- The noted caveat that there are still two ministerial appointments to be made;
- The initial sifting exercises that took place;
- Consideration of the gender balance altering when the new Postgraduate President takes her place in August;

15.3 [REDACTED]

15.4 AGREED With the requirement for legal expertise on the Audit & Risk Committee, that Mr Liam Carroll be appointed as a member of the ARC.

15.5 AGREED The appointment of the following members:

Audit & Risk Committee:

1. Mr Pat O'Neill (FCCA, previously recommended to Governing Authority, and proposed as the Chairperson, from September 1st 2024)
2. [REDACTED]
3. Ms Caoimhe Rose
4. Liam Carroll

Reserve Candidate

5. [REDACTED]
6. Ms Siún Power (Law, ACCA, Risk Management)

Finance, Performance and Strategy Committee

1. Mr. Philip Gardiner
2. Ms Louise Tierney (ACCA, Audit)
3. Mr Matt Corcoran (Risk Management, Audit)

Reserve Candidate

4. [REDACTED]

People and Culture Committee

1. Mr Patrick Meskell
2. Ms Jo Ní Choisdealbha
3. Mr Barry McLoughlin

Campus Development Committee

1. Mr Conor Dooley, confirmed by Governing Authority (Committee has already recommended his appointment).
2. Mr Fergal Callaghan
3. Mr Paddy Burke
4. Mr Don Shorten

- 15.6 NOTED The Chair thanked the members of the Nominating Committee for their work in reviewing the expressions of interest received and also thanked the Corporate Secretary and his team for their assistance. The Chancellor thanked the Chair for all her work in guiding the work of the Nominating Committee to this stage.
- 15.7 AGREED To accept the Nominating Committee Report.
- 15.8 AGREED The Corporate Secretary would contact the successful applicants and arrange to thank the Alumni community for their participation in the process.
- 15.9 NOTED When the matter of the ministerial appointments is raised by the Chancellor with DFHERIS priority areas where skills are required are finance, legal, technology including AI.

16. PEOPLE & CULTURE COMMITTEE REPORT

- 16.1 NOTED Document entitled "People and Culture Committee, Chair's Report to Governing Authority, 25 June 2024", previously circulated.
- 16.2 NOTED Ms Aibhlín McCrann, on behalf of the Committee, briefed Governing Authority on the matters addressed in the Report including:
 - Working and Behaviour Commitments;
 - Membership of People and Culture Committee;
 - Human Resources Presentation;
 - Culture and Engagement Working Group;
 - Terms of Reference;
 - Programme of Work;

- List of University HR Policies;
- Key Points for Governing Authority.

16.3 NOTED Discussion that included:

- The Committee are very impressed by the external expertise now available on the committee and from whom invaluable advice has already been received;
- Members of this Committee are very willing to provide assistance to the University as required. In particular, the issue of culture and who is doing what in the culture space needs to be mapped out further;
- Important that external members have sight of relevant data on policies, audits and reports e.g. Deloitte and Mazars and that this will greatly assist with the Committees workplan;
- With regard to culture need to provide a set of key indicators;
- Need to address the dominant narrative that all problems in UL are vertical. The University needs to empower the from top to bottom and confidence and trust not anger is the solution and there is a fixed timescale to address this.
- The lack of a Work Allocation Model in the University has it out of step from the sector.

16.4 NOTED There were a variety of opinions expressed regarding the inclusion of a Unite member on the People and Culture Committee. There was consensus that UL needs to get the appropriate mechanisms and governance framework in place and working effectively. To ensure there is adequate engagement with e.g. Unite, it was proposed a cyclical reporting style be included in the terms of reference.

16.5 NOTED Need for further consideration on the presentation of the reports to the Governing Authority where the Chair of a committee is not a member.

16.6 AGREED To accept the People and Culture Committee Report.

17. STUDENT EXPERIENCE, ACCESS & EQUALITY COMMITTEE REPORT

17.1 NOTED Document entitled “Student People and Culture Committee, Chair’s Report to Governing Authority, 25 June 2024”, previously circulated.

17.2 NOTED Professor Edmond Magner, on behalf of the Committee briefed the Governing Authority on the matters addressed in the Report including:

- Action plan developed by students;
- Terms of reference;
- Programme of work;
- Student experience access and equality related policies;
- Interim Chair.

17.3 AGREED To accept the Student Experience, Access and Equality Committee Report.

18. FINANCE PERFORMANCE AND STRATEGY COMMITTEE REPORT

- 18.1 NOTED Document entitled “Finance, Strategy & Performance Committee, Chair’s Report to the Governing Authority, 25 June 2024”, previously circulated.
- 18.2 NOTED The Chair, on behalf of the Committee briefed the Governing Authority on the matters addressed in the Report including:
- Attendance of Executives;
 - List of FPSC Policies;
 - Budget AY24/25 Submission;
 - Update on Strategic Planning Status;
 - UL Subsidiaries Overview;
 - Terms of Reference;
 - Programme of Work.
- 18.3 NOTED A significant concern for the Committee is the workload, with strategy, subsidiaries and capital projects all requiring considerable attention and consideration. There may be a requirement to establish further committees to address workload at some stage in the future. The terms of reference are still under consideration by the Committee and will be presented to the Governing Authority for approval at a future meeting bearing in mind that they may require further amendment.
- 18.4 NOTED Members of the Committee expressed concern with regard to the number of new support staff roles being proposed. While it has been decided to defer core funded new support posts in the professional support divisions until grant and fee income levels are confirmed in March 2025, members requested a detailed update on the breakdown of these roles before they are sanctioned. There has been massive investment in areas of Academic Registry and ITD as they seriously under resourced and required additional supporting roles.

18.5 Budget 2024/25 Submission

- 18.5.1 NOTED A briefing by the CFPO setting out the consolidated budget including the budget process and context, the consolidated budget 24/25, recurrent budget 24/25, research, ancillary and subsidiary budgets.
- 18.5.2 NOTED The process undertaken to prepare the budget with key stakeholders was facilitated via an interactive MPR (Management Planning Reporting) SharePoint site. This enabled budget scenario analysis and the agreement of the budget by Executive Committee members.
- 18.5.3 NOTED The CFPO briefed the members on the key points that included:
- The consolidated surplus for 2024-25 is [REDACTED]
 - The split by area of activity is recurrent [REDACTED] research [REDACTED] ancillary [REDACTED] and subsidiaries [REDACTED]

- The achievement of a deficit in recurrent required the deferral of core funded new support posts [REDACTED]
- The growth in the number of support posts [REDACTED] since 2019-20 was 32.0% while the growth in academic posts was 11.9%. Given the significant increase in support posts it is considered prudent to defer further growth;
- The recurrent deficit is mainly due to unfunded non-pay inflation in building services and maintenance and in energy costs;
- Over the past 10 years, undergraduate unit funding increased by 12.9% while over the same period unit cost (excluding non-pay inflation) has increased by 22.3%, a unit funding shortfall of 9.4%. Additional detail is set out in Section 2.2;
- For calendar year 2024, excluding funding the future, the total core grant shortfall versus required funding is €7.1m. Funding the future was allocated to address a range of items, however, the reality is this grant funding is required to fund pay awards, unless supplementary grant is allocated;
- The budget for core grant in 2024-25 is €58.7m, an increase of €8.4m on the 2023-24 projection. This grant includes an assumption that the University will receive a baseline supplementary grant of €2.4m toward previous underfunded costs, plus a grant to fund the cost of pay awards that will be incurred in 2024/25;
- The consolidated projected cash at the end of 2024-25 is [REDACTED];
- The University has transitioned from a period of negative interest rates to earning interest on deposits. Interest income is budgeted at [REDACTED];
- Details of resource allocation including trend information on the % increase / decrease in allocation to each Executive area of operation;
- Based on the intake submitted by the faculties, the gross fee income is budgeted at [REDACTED], an increase of [REDACTED] or [REDACTED] on the 23-24 projection or an increase of [REDACTED] or [REDACTED] on budget 2023-24;
- Other income is budgeted to be [REDACTED] an increase of [REDACTED] on the current year projection;
- The recurrent pay budget for 2024-25 is up [REDACTED] at [REDACTED] or [REDACTED] versus current year projected expenditure;
- The subsidiaries had losses during Covid but apart from this period there is sustained profitability in this area of operation;
- In relation to setting of financial strategy, by 2040 student numbers are projected to have returned to 2023-2024 levels and should be considered within the medium to long term forecasting;
- New strategic initiatives should be resourced from existing budgets, either through repurposing resources, reskilling or via cost savings.

18.5.4 NOTED The budget has been developed at a time of significant challenges in the higher education sector including: shortage of suitable accommodation for new and existing students; rapidly changing landscape of the sector as technological universities develop; cost-of-living crisis impacting many aspects of operations; State funding not keeping pace with growth in pay and non-pay costs; the potential of AI as both an opportunity and a threat; the likelihood and impact of a cyber-attack remains high resulting in a need to invest substantial resources into digital infrastructure and systems; the cost of delivering capital works is threatening the viability of planned projects; and legislative compliance and governance requirements continue to expand.

18.5.5 NOTED Discussion that included;

- Expectance that there will be a levelling off of non-pay due to the increase of legal, consulting and review fees in 2023-24 likely to be once off.
- The importance of the fee income on the taught master's budget. The EU masters indicates a continued risk of a shortfall versus budget however this is mitigated by the positive acceptance data for Non EU taught masters. This is reviewed bi-weekly by MPR and compared to the accept data for the previous year.
- The CFPO advised the funding environment cannot be ignored and the combination of the state grant and inflation costs might require a further examination of the growth of the University.
- Concerns raised regarding having a fund for strategic initiatives and requirements for the new strategic plan e.g. Vet School;
- Lobbying to the Minister in relation to state grants is directed via the IUA who submit issues and concerns to the Department on behalf of the universities;
- Members requested further analysis of the change in composition of staff in particular detailing the increase in support staff over the last number of years versus academic staff;
- The high staff: student ratio also continues to be a concern and appropriate ratios for the institution need to be agreed;
- Supplementary grant is crucial across all in the sector and the HE sector continues to be under funded, this is further challenged by the growth of the technological universities
- Time to be prudent is when finances are good.

18.5.6 AGREED To approve the budget submission for AY24/25.

18.5.7 NOTED The Chancellor thanked the CFPO and the Finance team for their work on the budget.

19. CODE OF PRACTICE FOR THE GOVERNANCE OF STATE BODIES

- 19.1 NOTED Memorandum from the Corporate Secretary entitled "Code of Practice for the Governance of State Bodies", dated 25 June 2024, previously circulated.
- 19.2 NOTED Briefing by the Corporate Secretary. Universities are now subject to the Code of Practice for the Governance of State Bodies (the "State Code") rather than the institutional codes developed by the IUA and modified by individual universities to their own requirements.
- 19.3 NOTED A schedule of exceptions, where the legislation applicable to Universities deviates from the provisions of the State Code were agreed with the IUA.
- 19.4 AGREED to formally adopt the State Code and the schedule document provided thereto. The IUA Code and University's Code of Governance are hereby stood down.

20. UPDATE ON VETERINARY SCHOOL

20.1 NOTED The ACO provided an update on the Veterinary School and that a business case would be presented shortly to the Executive Committee. There are 500 Irish students currently studying veterinary in Eastern European schools which are of mixed standards.

20.2 NOTED

[REDACTED]

. The requirements for accreditation were set out. Expressions of interest are currently being considered by the Department from UL and two of the technical universities. There has been no recommendation as of yet regarding location and the project is very much reliant on the receipt of additional funding. The Executive Committee will consider a full business plan and the ACO will bring a further update to the Governing Authority in September.

20.3 NOTED Detailed discussion including that the provision of State funding is essential to the project as well as the importance of a strong research activity from the outset.

21. REVIEW OF FUNDAMENTAL RISK REGISTER

21.1 NOTED A Risk Management Workshop facilitated by Dr Tom Ward from the Institute of Public Administration was conducted in person on campus on the morning of 25 June for the Governing Authority. Members of the Executive Committee were also in attendance. This session aimed to support a full review of the Fundamental Risk Register.

22. ANY OTHER BUSINESS

22.1 Meeting start time

22.1.1 NOTED Request by several members to consider an earlier start time for the Governing Authority meetings going forward.