

MINUTES

Board/Committee	:	Governing Authority
Meeting	:	Meeting M24-8
Venue	:	Boardroom, LISB
Date	:	23 July 2024
Attendance	:	Liam Carroll; Roger Dsilva; Donal Donovan; Kevin Fleming; Síofra Foley; Ann Marie Kennedy (MST); Shane Kilcommins; Brigid Laffan (Chair); Edmond Magner; Aibhlín McCrann; Anne O'Connor; Sinéad O'Flanagan; Mark Southern; Bob Strunz
Apologies	:	Ronan Cahill; June Pearson Arnold
In Attendance	:	Grainne Frain; John Field; John Kelly; Lucy Edith Kiiza; Siobhan Scanlon.

1. GENERAL

- 1.1 NOTED The Chancellor advised that the Deloitte and supporting S.64 reports were nearing completion. She expressed optimism that UL deal will with all of the issues openly and thoroughly. It will be important that an action plan prepared by the Executive, but agreed with the Governing Authority is put in place as soon as possible. The Chancellor expressed a desire for the University to re-focus its attention on its core objects and functions and to look to the future. Members were briefed on a very successful visit by the Minister, DFHERIS, to the Bernal Institute for the launch of AMPEiRE, its National Rechargeable Battery Fabrication and Test Facility. Although the Minister is concerned about the governance issues in relation to Rhebogue, he spoke positively about the University's academic successes and its importance to Limerick and the broader Mid-West region.

1.2 Postgraduate Students' Union

- 1.2.1 NOTED The Chancellor acknowledged Mr Roger Dsilva, outgoing President, Postgraduate Students' Union, attending his last meeting. The Chancellor thanked Roger for his sterling work as President, PSU and for contributing greatly to the work of the Governing Authority. The Chancellor noted that Mr Dsilva had been a strong and very professional advocate for postgraduate students, and has been a great pleasure to work with. The Chancellor and members wished Mr Dsilva the very best in his future career. Ms Lucy Edith Kizza, incoming President Postgraduate Students' Union will take her new role in August 2024.

2. CONFLICTS OF INTEREST

- 2.1 NOTED The Corporate Secretary requested members to declare if they had a conflict of interest arising in relation to any matters on the agenda. None were declared.

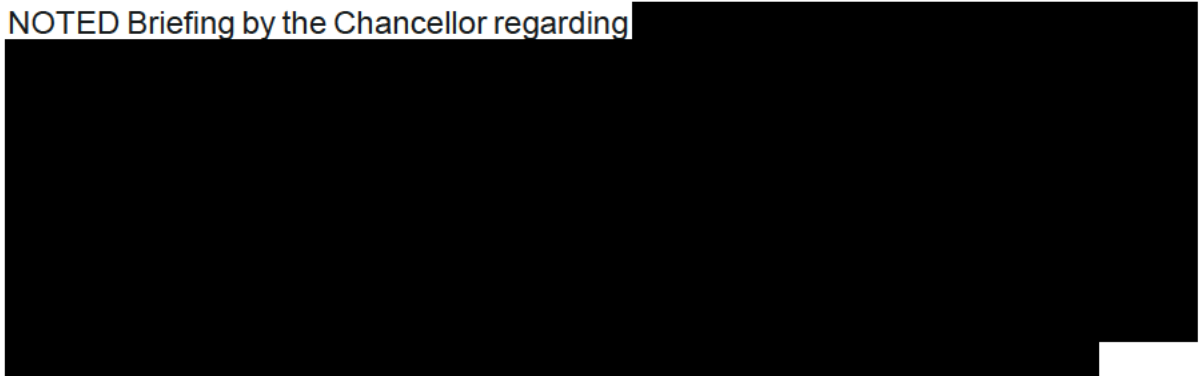
3. MINUTES AND MATTERS ARISING

3.1 Approval of Governing Authority Minutes on DecisionTime/oneAdvanced

- 3.1.1 AGREED The Corporate Secretary's Office to amend DecisionTime/oneAdvanced voting facility providing an option for members to request an amendment to the minutes.

4. SECTION 64 REPORT

- 4.1 NOTED Briefing by the Chancellor regarding



- 4.3 NOTED The Chancellor welcomed Mr David Kinsella and Ms Melissa Scully, both partners in Deloitte, who joined the meeting in person. The Chancellor invited them to present their report and they briefed the Governing Authority on the following:
- Deloitte expressed appreciation for the opportunity to engage with the Governing Authority on the draft report. A verbal overview of the key findings and an initial draft report was shared with the Chancellor and Chief Accounting Officer on 10 and 15 July to enable fact-check of the findings. A draft report was then shared with all Governing Authority members on 19 July;
 - Acknowledgement to the Governing Authority who made themselves available and to the staff who supported Deloitte and went above and beyond with their support in providing information and clarification to Deloitte;
 - Overview of the report including the following:
 - HEA request for a Section 64 Review
 - Scope of the Review covering five thematic areas: Due Diligence in relation to Rhebogue; Conflicts of Interest; Communications, relationships and culture; HR functions and policies relating to recruitment and promotion, disciplinary matters, protected disclosures and dignity and respect complaints; Governance and Oversight
 - Approach including reviews, on-site visits, interviews, a survey and weekly progress meetings with the project team
 - Limitations which were detailed in the report
 - Structure of report into six different sections reflecting Deloitte's observations on the five thematic areas and a statement of their responsibilities
 - Key findings as set out in the Executive Summary in relation to the six areas in addition to moving forward were set out;

- A total of [REDACTED] recommendations were noted of which [REDACTED] were assigned a rating of high, [REDACTED] medium and [REDACTED] low.

4.4 NOTED Detailed discussion including the following:

- Acknowledgement by the Chancellor and members to all involved in assisting Deloitte in the preparation of the report.
- [REDACTED]
- Challenges raised by individuals were regarded [REDACTED]
- Need to create safeguards and a process dealing with people-related issues where polic [REDACTED]
- [REDACTED]
- Deloitte noted that recommendations classified as high-impact will not be a surprise to the Governing Authority. The biggest challenge for the University is to rebuild trust and confidence with stakeholders, and most importantly bring about right culture for staff and students. The Governing Authority has a key role to play here, fundamental change is needed and this must be led from the top of the organization.
- In relation to Rhebogue, [REDACTED]
- The importance of accountability was emphasised as part of organisational culture. There should be repercussions if a policy is not followed. Within the project team there should be formal sign-off by all involved thereby ensuring collective responsibility, which also builds trust and ensures accountability.
- There should be no informal meetings on matters of such importance and it should be documented that policies and procedures are being followed, coupled with a culture shift where actions taken in contravention of policy have consequences.
- [REDACTED]
- Enhancing skill sets was emphasised with particular reference to leadership, management and appropriate challenges evidenced for assurance.
- Members welcomed the many useful recommendations e.g., [REDACTED]
- The Governing Authority will need to consider the implications of recommendations, [REDACTED]
- Confirmation by the Chair, ARC that the internal audit role currently reports functionally to him and administratively to the Corporate Secretary. [REDACTED], the ARC has no issue with the current reporting structure. Current small team do good work with

limited resources but suggested that [REDACTED]

- A stakeholder map would be important, approved by the Governing Authority, and should set out the role of the Governing Authority as well as relationship with the Executive Committee. It was noted that the stakeholder management is primarily a function of the Executive but with close oversight by the Governing Authority.
- Noted by the Chancellor that more distributed leadership across the institution would be helpful and that any problems should ideally be dealt with at the earliest opportunity and at the lowest level in the first instance.
- Should have a refresh of matters reserved to the Governing Authority as well as a list of delegated authority. This should be used to empower senior academics and managers by assigning responsibilities within faculties and departments.
- [REDACTED]
- [REDACTED]
- Importance of identifying and nurturing leadership potential, which is key to the future success of the Institution.
- [REDACTED]
- Extraordinary reputational damage of the Rhebogue acquisition on UL and the necessity [REDACTED]
- Trust will take time to re-build and can be achieved through seeing recommendations achieved set out in an action plan putting UL on the right track;
- Welcome and endorsement for the transparency shown in emails to campus community which helps with trustworthiness.
- Query raised re regarding timeline set out to achieve recommendations and if 12 months is realistic in all cases, [REDACTED]
- Minutes of the Governing Authority were noted as at more descriptive end and [REDACTED]
- [REDACTED]
- Acknowledged that it is challenging to balance what to record in minutes.
- All minutes should in future be signed by the Chair and stored centrally.
- [REDACTED]
- Governing Authority must prioritise culture, what it will look like and plan how to move forward with culture within the organization.
- [REDACTED]

4.5 NOTED The Chancellor thanked Mr Kinsella and Ms Scully for their comprehensive presentation and they left the meeting.

- 4.6 AGREED Members to forward any factual inaccuracies or errors to the Corporate Secretary. The Niamh O'Donoghue Report will be added to the list of documents reviewed.
- 4.7 AGREED The Governing Authority was satisfied to transmit the Deloitte Report to the HEA. The University will engage with the HEA, having regard to the recommendations, to prepare a comprehensive action plan. The University is committed to ensuring that all recommendations and learnings within the S.64 Review and associated reports commissioned by the HEA (once concluded) are fully addressed.
- 4.8 NOTED Recommendations from the culture review and review of protected disclosures will also need to be included in the action plan in agreement with the HEA. The Acting Chief Officer (ACO) reported that a draft action plan is underway including the Strategic Governance Committee Report recommendations as relevant to S.64. The action plan will detail owners, timelines and will involve regular updates.
- 4.9 NOTED The Chancellor stressed UL should not only have recommendations on governance but must begin to re-focus its efforts on its core business (teaching, learning and research) and on the Strategic Development Plan. The University must prioritise the broad areas that need attention and by the beginning of AY2025/26 have finally dealt with all the legacy issues and move on.
- 4.10 NOTED The Chancellor and ACO acknowledged the demands on the level of engagement in Buildings & Estates, Finance and the Corporate Secretary's Office to assist with the various reviews over the last number of months.

4.11

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

4.11.4

[REDACTED]

4.11.5 AGREED The ACO, outgoing President, PSU, incoming President PSU and PCC will meet for discussion and ensure students are not treated unfairly and are made aware of the actual proximity of Rhebogue to the University and related services available.

[REDACTED]

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- A full review is a complex undertaking with many considerations. A decision to

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4.12.3

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- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

- 4.13 [REDACTED]
- 4.14 NOTED The Chancellor expressed the appreciation of the Governing Authority to both the CFPO and FCOR for their work in fulfilling the HEA's terms of reference.

4.15 UL Aviation Registries Limited

- 4.15.1 NOTED [REDACTED]
- 4.15.2 NOTED The ACO briefed members [REDACTED]
- 4.15.3 NOTED Discussion including that [REDACTED] for subsidiaries and the importance of two-way communication and appropriate skill sets.

4.16 Financial Statements 2022-23

- 4.16.1 NOTED The CFPO to raise the impact of the late signing of the Financial Statements with the HEA in his weekly meeting. PwC are not prepared to sign-off without sight of the S.64 Report to ensure there is no impact on the Statements. The CFPO will also raise with the HEA the possibility of sharing the Deloitte Report with the CA&G and PwC in an effort to move forward and conclude the audit.
- 4.16.2 AGREED The Governing Authority expressed their strong support for the CFPO proposal to request the HEA to permit the Deloitte Report be released confidentially to both the C&AG and PwC for the purpose of the financial accounts.

5. AUDIT & RISK COMMITTEE (ARC)

- 5.1 NOTED Document entitled "Audit and Risk Committee, 23rd July 2024, previously circulated.

5.2 NOTED The Interim Chair, on behalf of the Committee, briefed members on the following:

- Charities Regulator – recommendation to the Governing Authority.
- [REDACTED]
- Financial Statements 2022-2023 which are still under review by PwC. ARC will meet once the audit is complete to review the final statements and provide the appropriate assurance to members prior to the final signing of the accounts.
- [REDACTED]
- [REDACTED]
- [REDACTED]

5.3 Charities Regulator Annual Report

5.3.1 AGREED Following review and assurance by the Executive Committee and on the recommendation of the Audit & Risk to approve filing of the University's Annual Report to the Charities Regulator as presented by the required deadline of 30 July 2024. The accompanying cover letter from the Chancellor and ACO outlining the various governance reviews that are ongoing and noting the audit of the Financial Statements YE 30 September 2023 are still in progress was also approved. In addition, the Compliance Form, which is not required to be filed, but must be available for inspection, was approved.

5.3.2 NOTED Discussion including possible process changes around the provision of assurance from across the University.

5.3.3 NOTED View expressed that while not a statutory obligation, [REDACTED]

5.4 AGREED To accept the Audit & Risk Committee Report.

5.5 NOTED The FCOR left the meeting.

6. APPOINTMENT OF AN APPEALS COMMITTEE STATUTE 4

6.1 NOTED Memorandum from the Corporate Secretary (prepared by the Legal Division) entitled "Statute 4 (Disciplinary Procedure) Appointment of Appeals Committee", previously circulated.

6.2 NOTED Briefing by the Corporate Secretary with regard to the receipt of an appeal against a decision to dismiss an employee which requires the appointment of an Appeals Committee of between three and five members of the Governing Authority.

6.3 AGREED To appoint the following members of the Governing Authority to the Appeals Committee to hear the appeal in accordance with the standards set out in

Statute 4. The Committee will convey their recommendation for the consideration of the Governing Authority.

Mr Liam Carroll
Ms Aibhlín McCrann
Dr Sinéad O’Flanagan.

- 6.4 NOTED Members expressed their concern at the large volume of demands on their time in addition to dealing with appeals.
- 6.5 AGREED Necessity of establishing a mechanism such as an external panel to consider routine appeals. This will require amendments to the affected policies and procedures and this is to be progressed by the Human Resources Division within consultation with the Union as appropriate, as a matter of urgency. The presence of Governing Authority members e.g. at promotions to ensure fair and robust process must also be taken into consideration.

7. DEROGATION FOR CAPITAL PROGRAMME PAUSE

- 7.1 NOTED Memorandum from the Interim Chief Commercial Officer/Director, Buildings & Estates (ICCO) entitled “Approval to lift the embargo on four (4) Capital Projects”, dated 19 July 2024, previously circulated. The Chancellor welcomed Mr Robert Reidy (MS Teams) to the meeting.
- 7.2 NOTED The ICCO briefed members on the proposal for the Governing Authority that they request the HEA to lift the embargo on four projects. This does not mean that work would commence but only that the University seeks confirmation from the HEA that they can progress the necessary approvals processes. The relevant sponsor must then bring the projects through the required approval process
- 7.3 NOTED In response to a query the ICCO confirmed concerns raised by ARC with regard to the Stables Bar Roof Remedial Works had been addressed.
- 7.4 AGREED The Governing Authority approves the President to write to the Higher Education Authority seeking a derogation from the current restrictions on capital developments in respect of the following key projects:
(a) Remediation works on Cappavilla Student Village;
(b) Remediation works on the Stables Club and associated backlog maintenance works;
(c) Simulation Lab and Observatory Room, Department of Nursing and Midwifery;
(d) New Modular Build at the Regional Maternity Hospital Limerick, School of Medicine.
The Governing Authority gives such approval for the purposes of seeking a derogation only. All other approvals processes associated with such projects must be adhered to prior to any works commencing or contractual commitments being entered into.
- 7.5 NOTED Subject to HEA approval to lift the pause on the above projects, a full proposal for each project will be put forward to Executive Committee, Finance Performance and Strategy Committee, Campus Development Committee (as appropriate) and Governing Authority. The Office of the Chief Commercial Officer /

Director, Buildings and Estates will ensure any reporting and / or specific requirements the HEA have will be strictly adhered to.

- 7.6 NOTED The ACO expressed his appreciation to the ICCO and his team for their contribution to the recent HEA review on capital projects which extended over a 14-year time period.

8. GOVERNING AUTHORITY ACTION ITEMS

- 8.1 NOTED Document entitled "Sixth Governing Authority Action Items to July 2024 Meeting", previously circulated. The Corporate Secretary provided an update on [REDACTED] with several queries from the [REDACTED] requiring clarification. These will be discussed with the Acting Chief Officer and Chancellor, and if there are any material amendments these will be brought back to the Governing Authority.

8.2 SDZ

- 8.2.1 NOTED Briefing by the ACO that discussions are underway with both Limerick City and County Council and Clare County Council. An update on the SDZ including on the report submitted to the Minister for Housing, Local Government and Heritage will be provided to Executive Committee in September with an update to the Governing Authority thereafter.

8.3 Ministerial Nominees

- 8.3.1 NOTED The Chancellor updated members that one of the Ministerial nominees is expected to be appointed shortly and that there still remains a second vacancy to be filled.

8.4 President, PSU

- 8.4.1 NOTED Mr Dsilva thanked the Chancellor, members of Governing Authority, ACO and Corporate Secretary's Office for all their support during his time as a member.

9. APPOINTMENTS

9.1 Academic Staff Appointments

- 9.1.1 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Director, Bernal Institute on a [REDACTED]
- 9.1.2 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Associate Professor B Occupational Therapy [REDACTED]
- 9.1.3 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Associate Professor B Occupational Therapy ([REDACTED]) on a [REDACTED]

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

9.1.5 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Clinical Tutor in Medicine – UL Hospitals Group [REDACTED] on [REDACTED].

9.1.6 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [REDACTED] as Assistant Professor in Digital Mechatronic Engineering [REDACTED].

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

9.2 Support Staff Appointments

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

[REDACTED] Senior Lab Attendant
[REDACTED] Business Development Manager

9.2.2 NOTED Research funded contract appointments for July 2024 as circulated.

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

10. ANY OTHER BUSINESS

10.1 Meeting start time

10.1.1 AGREED Governing Authority meetings will commence at 13h00 going forward and will be subject to review as required.