MINUTES

Board/Committee	:	Governing Authority
Meeting	:	Meeting M24-10
Venue	:	Boardroom, LISB
Date	:	24 September 2024
Attendance	:	June Arnold; Ronan Cahill; Liam Carroll; Donal Donovan; Síofra Foley; Lucy Edith Kiiza; Ann Marie Kennedy; Shane Kilcommins; Brigid Laffan(Chair)(MST); Edmond Magner; Aibhlín McCrann; Anne O'Connor(MST); Sinéad O'Flanagan(MST); Mark Southern; Bob Strunz
Apologies	:	Kevin Fleming
In Attendance	:	Grainne Frain; Ciara Hogan; John Field; John Kelly; Pat O'Neill.

1. GENERAL

1.1 Executive Committee

1.1.1 NOTED The Chancellor acknowledged the hard work and dedication of the Executive team with regards to the ongoing S.64 review and the upcoming Public Accounts Committee attendance on 3 October 2024.

1.2 Condolences

1.2.1 AGREED That the condolences of the Governing Authority be conveyed to the families of the following:
- Corporal Terry Smyth, who had just completed a Certificate in Exercise & Health Fitness;
- Mr Basil Boyce, a retired staff member of Building and Estates and father of Anne O'Brien, Faculty of Education and Health Sciences;
- Professor Liam Bannon, a retired member of staff, Department of Computer Science & Information Systems, Faculty of Science and Engineering.

1.3 Congratulations

1.3.1 NOTED The Chancellor extended congratulations to both Mr Ronan Cahill and Ms Síofra Foley on their recent graduations from UL.

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. Professors Shane Kilcommins and Edmond Magner declared a conflict with regard to the agenda item on a Review of the Internal Promotion to Professor (Personal Chair) and they will not part-take in any decision on the item.
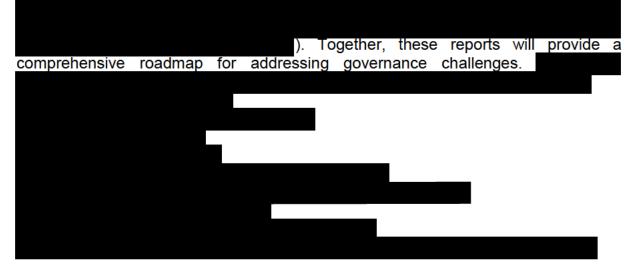
3.   S.64 REVIEW

3.1   NOTED Documents circulated including:
- "Higher Education Authority Act 2022, Section 64 Report, 30 September 2024".
- "Table mapping the observations of the HEA to recommendations made on foot of the Section 64 Report and Supporting Reports".
- "Deloitte University of Limerick, Section 64 Review, 16 September 2024, Strictly Private & Confidential".
- "Report on Item 11, 'Requirement for Subsidiaries', of Section 64 Terms of Reference, Draft for Review by Governing Authority, 23 September 2024".
- Presentation entitled "Item 11 – S64 'Requirement for Subsidiaries Report'.
- "Draft Reflections on University of Limerick's S64 Report, HEA Observations, 3rd September 2024".

Ms Rosemary Fogarty, Financial Controller, Operations & Research (FCOR) joined the meeting via MS Teams.

3.2   NOTED Briefing by the Chancellor including that the HEA were on site in early September and met with both the Executive Committee and the Governing Authority. Following this engagement UL had intended to provide the HEA with an implementation/recovery plan. It was intended that the recovery plan itself would become part of the S.64 review reports. This approach moved somewhat, and UL has now been asked to submit a revised S.64 report. The implementation/recovery plan is to follow and will be co-created between UL and the HEA.

3.3   NOTED Following the last Governing Authority on 2 September 2024, there was further engagement with Deloitte in relation to the HEA's observations. ███████████████ ██ ██ ██ ██ ██ ███

3.4   NOTED The Acting President briefed members on the four documents that will collectively constitute the Section 64 Review report to the HEA (i.e., ███████████ ██ ███████████████████████████). Together, these reports will provide a comprehensive roadmap for addressing governance challenges. ███████████████ ██ ██ ██ ██ ██ ██

3.5 NOTED The Deloitte Report contains ▮ findings with ▮ recommendations (▮ which UL has accepted. ███ It is important that the University would now move to the implementation phase and commence work in conjunction with the HEA. A number of important steps which were set out, have been undertaken relevant to the subject matter of the Section 64 and there will be ongoing engagement with the HEA to finalise ███████████ and associated implementation plan. The Governing Authority is required to submit its report to the HEA by 30 September 2024.

3.6 NOTED Detailed discussion including the following:

- Members thanked the Acting President for the comprehensive documentation and efforts distilling to seven key recommendations of the Governing Authority which will in due course be incorporated into the overall ██████ and implementation plan noting that a strong direction of travel will be required;

- Acknowledgement that members had very short notice in which to provide detailed comment on the documentation but this was due to the very tight timelines, and the agreement that the revised documentation would be provided in draft to the HEA, prior to being formally submitted on 30 September;

- ███

- Deloitte assisted in distilling their report which informed the additional recommendations in order to address the requirement that they be more impactful;

- The implementation phase will require management of clearly defined workstreams that deliver through appropriate governance structures. The Governing Authority must ensure that it continues to hold responsibility for discharging its statutory functions, and must also take responsibility for ensuring setting a target culture for the University. There must be a strong governance system with strong accountability;

- ███

- The role of the Culture and Engagement Working Group in terms of membership and reporting structures must be clearly defined. ███

- UL should provide feedback on their experience of the S.64 process including challenges with the tendering process and timeframe to the HEA and/or to DFHERIS. The legislation is new and there are likely to be learnings for all parties. It was noted that the UL's experience with the S.64 has been more complex than others in the sector to-date;

- Suggested there should be a statement on process and mitigation against override of controls, a commitment to active governance, oversight including subsidiaries, direct independent reporting on risk and internal audit to Executive Committee, Audit and Risk Committee and the Governing Authority;

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- Following HEA acceptance of the reports the S.64 process will conclude. The next step will be for the HEA to exercise its oversight function as set out in Part 8 of the HEA Act 2022. This is in effect the process by which measures identified in the S.64 review are programmed, implemented by UL, and overseen by the HEA;
- The Public Accounts Committee will be informed on 3 October that the S.64 review documentation has been submitted to the HEA. ███████████████████████████

3.7   NOTED The FCOR outlined the background to the University subsidiaries including those reviewed by UL in 2018. The existing structure for the subsidiaries was set out ██

3.8   ██

3.9   ██ The University will also be submitting a tracker document, which reconciles the observations made by the HEA with the recommendations made across all of the reports.

4.   C&AG REPORT

4.1   NOTED Briefing by the Chancellor on the C&AG Special Report on UL property acquisitions in Limerick city, Report number 117, published on 13 September 2024. The findings refer to the purchase of both Dunnes and Rhebogue ████████ ██████████████████████████████ There is a major task ahead for the Governing Authority over the next four to six months to consider a business plan and decide how the city centre site is to be resolved.

4.2   NOTED Detailed discussion including the following:
- How UL proceeds is dependent on several factors: demand and supply for commercial property, availability of public funding for development, UL's capital plan, reappraisal of use for site, engagement with the City and meanwhile use;
- There cannot be an inordinate delay around the UL's plans for city centre site;
- Any additional investment must be accompanied by robust financial plans;
- ██;

- There must be careful consideration of how any possible future development fits into the strategic plan and intersects with the SDZ;
- Request for detail on options should include the original plan for the Opera Centre;
- Members raised concerns regarding any further expenditure on meanwhile use;
- Briefing by the Acting President that following the completion of due diligence, an appraisal from the Buildings and Estates Division will be considered in the first instance by the Executive Committee and FSPC. It will then be presented to the Governing Authority for decision.

4.3 NOTED The FCOR left the meeting.

5. ACTING PRESIDENTS' REPORT

5.1 NOTED Document entitled "Acting President's Report to Governing Authority, September 2024, previously circulated. A briefing by the Acting President included the following:
- Role of Deloitte, C&AG, Mazars and Maher Reports as anchor points for recommendations and in UL's recovery plan. This plan is a central focus of the Executive Committee and Governing Authority to provide reassurance to staff, students, regulators and stakeholders with regard to governance and accountability. A range of work aligned with S.64 recommendations was outlined and is underway to restore the faith, trust, paving the way towards recovery and strengthen engagement with both internal and external stakeholders.
- S.64 and outputs by the Executive including final reports to the HEA, programme of work, framework for receipt of papers and the University minutes hub.
- Critical role of UL to the mid-west region including a recent investment by Eli Lilly to expand its manufacturing facility in Limerick.
- Strong performance with regard to research awards for the first three quarters of AY2023-24 with ██████████ €25m spanning 47 awards; ██████████████████ Strong success in IRC Postgraduate awards with a ████ success rate by UL and total funding of ████
- Innovation KPIs published by the Annual Knowledge Transfer Survey were set out.
- Launch of Taighde Éireann – Research Ireland a new agency amalgamating the activities and functions of the Irish Research Council (IRC) and Science Foundation Ireland (SFI).
- Challenges including: delay in RI/SFI centre announcements and impact on UL's SFI centres; supporting continued growth of citations in highly-cited journal publications; impact of Enterprise Ireland plans ████████████████ ████ with Dairy Processing Technology Centre (DPTC) in its last of year of Phase II funding.
- Risks including failing to achieve an increase in highly cited publications; growing research awards, PhD recruitment target; innovation targets and lack of systems to support research and compliance.
- Challenges for the faculties including uncertainty around research funding and maintaining programme specific student/staff ratios (SSR).

5.2 NOTED Detailed discussion including the following:
- Members welcomed the revised President's Report but acknowledged that there is further scope for improvement;
- At the request of a member, the Acting President will provide addition information regarding the distribution of the increase in research income;

- Challenges around SSR with particular reference to the higher cost associated with clinical and engineering courses. The CFPO updated members that there are ongoing amendments to metrics in the Resource Allocation Model. Nuances around weightings should be reflected within the different faculties as appropriate;
- An update of options on the UL Aviation Registries will be provided to the Executive Committee, Finance Strategy and Performance Committee and Governing Authority;
- Concern raised regarding the risk of the impact of plans by Enterprise Ireland to amalgamate three technology centres in the area of food science which would directly impact the DPTC hosted in UL.

5.3 AGREED The issue of research will be an agenda item at an upcoming meeting. The University needs to clearly define what it means to be research active.

6. STUDENT RELATED MATTERS

6.1 Student Life Report

6.1.1 NOTED Document entitled "Report of UL Student Life for the Governing Authority, Authored by Ronan Cahill and Síofra Foley, as at 12/09/2024". The President, Student Life and Deputy President & Welfare Officer highlighted a range of items in the Report including: Orientation, Commuter Hub, the continued accommodation crisis; Wellbeing hub; Flourish fest; Advice & Advocacy Data Overview; Student Wellbeing concerns were set out and are significantly impacted by financial strain; cost of living for students through the academic year; and the negative impact of student commuting.

6.2 Postgraduate Students' Union Report

6.2.1 NOTED Document entitled "Report from UL Postgraduate Students' Union to Governing Authority", dated 23 September 2024. The President, PSU highlighted a range of items in the Report including: New PSU Sabbatical Officers and PhD and Research Officers; PSU Highlights – Orientation and UL Global Welcome Week, meeting with Minister DFHERIS; Welfare; PSU Newsletter: Concerns including health services; breakfast scheme; repurpose of Student Life Building for PSU; Accommodation concerns; and upcoming events.

6.2.2 AGREED The Acting President will as a priority raise the issue of a replacement door in the PSU Building with the Director, Buildings & Estates. In addition, the process around the allocation of space when Student Life move to the new centre will also be raised with Buildings & Estates and clarified to both Student Life and the PSU.

7. ACADEMIC COUNCIL REPORT

7.1 NOTED Document entitled "Academic Council Report to Governing Authority" dated September 2024. The Acting President briefed members on the Report.

7.2 Policy on Collaboration and Transnational Education Provision

7.2.1 AGREED To approve the recommendation from the Academic Council for the revised "Policy on Collaboration and Transnational Education Provision" attached as Appendix 1 to the Report.

7.3 To accept the Academic Council Report to the Governing Authority.

8. MINUTES AND MATTERS ARISING

8.1 AGREED Minutes of M24-8 of 23 July 2024 and M24-9 of 2 September 2024 including amendments from Dr Bob Strunz, Professor Edmond Magner █████████ (with respect to HEA attendance at the meeting on 2 September 2024).

9. GOVERNING AUTHORITY ACTION ITEMS

9.1 NOTED Document entitled "Sixth Governing Authority Action Items to September 2024 Meeting", previously circulated.

9.2 KPMG Report Update

9.2.1 NOTED The Corporate Secretary provided an update on KPMG settlement including some minor amendments to the settlement agreement, since the Governing Authority agreed to settle the litigation and all issues between the parties. The settlement agreement now requires that the KPMG report may be provided in its unredacted form either internally or externally, where such is:
(i) Required by law;
(ii) In the reasonably belief of the Corporate Secretary or Director, Human Resources, necessary for UL to comply with its internal governance and reporting requirements;
(iii) Required to enable UL to meet it statutory or regulatory requirements.
The settlement agreement was also amended to remove a schedule of employment statutes and now states that the agreement is made to settle any disputes between the parties in connection with (i) the High Court litigation; and (ii) the KPMG report.

9.2.2 AGREED The Executive will proceed to settle the litigation based on the update give and the prior authority given by the Governing Authority.

9.3 Ombudsman

9.3.1 NOTED Discussion around the suggestion by a member to establish an ombudsman style function in the University. At the request of a member this proposal was forwarded to Deloitte when they were conducting their review.

9.3.2 NOTED Values and principles need to be established to target culture and a pathway set out with a governance system that is internally consistent and coherent. At that point the mechanisms that will support the desired culture and pathway e.g. policies, grievances, including the suggestion around an Ombudsman can be considered.

10. APPOINTMENTS

10.1 Academic Staff Appointments

10.1.1 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint █ █████████ as Associate Vice President (Transnational Programme Management) on a ████████████████

10.1.2 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint ███ ████████████ as Clinical Tutor in PBL (Problem Based Learning) █████ on a ███████████████

10.1.3 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint ███ ████████████ as Ollamh Cúnta le hOideolaíocht Teanga le Saineolas sa Ghaeilge on a ███████████████

10.1.4 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint ███ ████████████ as Assistant Professor in Physical Geography on a ████████ ███████████████

10.2 Support Staff Appointments

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

████████████   Administrator
                             Administrator
                             Communications and Corporate Services Executive
                             Senior Administrator

10.2.2 NOTED Research funded contract appointments for September 2024 as circulated.

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

10.3 Job Applications

10.3 NOTED ███████████████████████████████████████ ████████ n collaboration with the Director, Human Resources an upcoming meeting will consider the issue of human capital and recruitment. The discussion will emphasis the importance of thorough searches to attract top talent, considering gender diversity, and reflected in the best field taking account of gender sending the right signals across the University to recruit the best individual possible. Members also acknowledged the challenges of attracting a competitive field of candidates to certain positions in the current climate with full employment and the need to build in a mechanism for an allowance in fields with a limited pool of applicants.

10.4 NOTED Recruitment of itself is a not an express function of the Governing Authority, however, a paper addressing these issues surrounding recruitment will be considered in future discussions.

10.5 Update on Promotions Process Review

10.5.1 NOTED In response to a request by the Governing Authority at the May meeting, the Promotions Board was asked to reconvene to reconsider the applications of two candidates who had appealed their outcomes. A representative from the Governing Authority attended as an observer. The Promotions Board reconvened on September 9 and reviewed the applications. The Corporate Secretary informed the meeting that neither candidate was successful in this promotions process, and both were notified of the outcome.

11. REVIEW OF INTERNAL PROMOTION TO PROFESSOR (PERSONAL CHAIR)

11.1 NOTED Document entitled "Review of outcome of Professor X application for Internal Promotion to Professor (Personal Chair) at the University of Limerick and "Policy for Internal Promotion to Full Professor (Personal Chair)", dated May 2023

11.2 NOTED The Acting President briefed the meeting that during the May meeting members were informed of a review request from a candidate who was unsuccessful in an application to Professor (Personal Chair). Following the Policy, the Governing Authority approved the appointment of ████████████████████ ████████████████, as the external independent reviewer. ██████████████ report has been circulated to members.

11.3 NOTED A detailed discussion took place regarding the report and its recommendations concerning the appeal. Professor Shane Kilcommins and Professor Edmond Magner excused themselves from the meeting, as they were members of the Assessment Panel.

11.4 AGREED The decision was made to accept the report from the external independent reviewer and uphold the appeal.

11.5 NOTED Professor Shane Kilcommins and Professor Edmond Magner returned to the meeting.

11.6 NOTED The Chancellor emphasised the importance of ensuring the removal of the appeals process from the Governing Authority's responsibilities. The Human Resources Division is currently working on amending the relevant policies to reflect this change.

12. RESEARCH DATA MANAGEMENT POLICY

12.1 NOTED Document entitled "Research Data Management Policy", which was previously circulated. The Acting President briefed members on the Policy.

12.2 AGREED To approve the "Research Data Management Policy" as presented.

13. FUNDAMENTAL RISK REGISTER (FRR)

13.1 NOTED Document entitled "Introduction to the University's Fundamental Risk Register, Briefing for Governing Authority, 24 September 2024", previously circulated. Ms Trish Bourke, Risk Management Officer (RMO) joined the meeting and her presentation included the following:
- Recap: Introduction to Risk Management – definition, objective, context and S.64;
- Collaborative workshop with Executive Committee and Governing Authority to explore risks associated with achievement of strategic objectives. Key challenges were identified shaping the risk register ensuring alignment with strategic priorities;
- Purpose of FRR includes both centralising and distributing risk management; informing decision-making; accountability and ownership; proactive mitigation; enhanced governance and oversight;
- Reduction of risks following the workshop from ██████ and represent the most critical challenges allowing for more effective management and mitigation;
- Peer Universities with common themes were noted;

- Structure of the FRR, key components (risk description, owner scores, mitigation plan and review frequency) and status;
- Scoring and Inherent risk;
- Next Steps including a fundamental risk assigned to each member of Executive Committee; assigning target score guided by Risk Appetite Statement; working with Executive Committee members to establish current controls to determine the residual score and future controls and actions to mitigate each risk; and linking fundamental risks to local risk registers.

13.2 NOTED Detailed discussion including the following:
- The FRR has been reviewed by the Executive Committee and the Audit and Risk Committee (ARC), and the fundamental risks have been agreed upon, pending Governing Authority approval. Reducing the number of risks from 30 to 13 highlights the key risks and concerns effectively.
- It's essential to make the system of risk management, including the register is both integrated and dynamic, ensuring it is appropriately linked to the S.64 recommendations through a system of delegated leadership.
- Actions required to mitigate risks are being developed. While many actions are already in place, they need to be re-articulated to align with the recent changes made to the FRR.
- The Risk Management Policy was reviewed by the Audit and Risk Committee (ARC), and some material amendments were suggested, such as its application to subsidiaries. These amendments will be revisited by the Executive Committee, ARC, and Governing Authority in October.
- Amending the local risk registers will ensure that the FRR is automatically updated going forward.
- Members commended the work on the FRR, noting that it is much easier to understand, supported by an improved IT application, and there is greater transparency around the registers at all levels in the organization.
- It was clarified that, according to the Code of Governance, the Governing Authority is required to review the FRR on a bi-annual basis.
- It's crucial to ensure that the review of risks is taken seriously, embedded in the organisational culture and that effective measures and timelines are in place to mitigate these risks.
- A discussion regarding how capital acquisition projects, misconduct, academic quality, and reputation are addressed in the FRR.

13.3 NOTED Members commended the Risk Management Officer and the Corporate Secretary for their excellent work on the Fundamental Risk Register. The RMO left the meeting.

14. SDZ

14.1 NOTED The Acting President provided a brief overview of the SDZ, informing members that a comprehensive, evidence-based report will be presented to the Executive Committee in October. This report will include legal advice, planning advice, land searches, linkages with LCCC, and appropriate due diligence. Following this, the Executive Committee will bring a recommendation to the Governing Authority for consideration.

14.2 NOTED Discussion including the following:
- Members are eager to see the SDZ strategic vision and understand how it has been considered in collaboration with the two relevant councils;
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15.   AUDIT & RISK COMMITTEE (ARC)

15.1 NOTED Document entitled "Audit and Risk Committee, September 2024, previously circulated.

15.2 NOTED Ms Anne O'Connor, on behalf of the Committee, briefed the Governing Authority on the matters addressed in the Report including:
- New Chair Mr Pat O'Neill and new members: Mr Liam Carroll, Ms Shiún Power and Ms Caoimhe Rose;
- Meeting with the Acting Chief Officer and update on S.64 Reports;
- Student Administration System – SITS Steering Committee to report on options with regards to the operating model to the Executive Committee and next ARC;
- ██
- Risk Management – Policy, Risk Appetite Statement, Fundamental Risk Register;
- PCC Pension Review Update that all recommendations are implemented with the related Secondment Policy to be approved in September 2024;
- Web Update on web management, Web Governance Group and policies;
- Cyber Security Update including solutions, controls in place and an external review;
- Internal Audit: Non-Pay Expenses Buildings & Estates Review is deemed closed. An external review of Non- Pay Expenses will be included in the Internal Audit Plan for 2025;
- ██
- C&AG Special Report 117 University of Limerick property acquisitions in Limerick city briefing.

15.3 NOTED Detailed discussion including:
- Several members expressed concern that the student record system, with in the region of 500 internal progression rules. This constitutes a significant risk to the University. This issue with both the system and the large number of progression rules has been known for some time;
- A fundamental question raised is why the rules were allowed to become so extensive with the consensus being that simplification is the only viable solution;
- It was noted that no off-the-shelf system can manage the high level of complexity in University's current operations;
- It's essential to consider the operating model before seeking an appropriate system solution. ITD's approach is to first examine the operating model and rules. A significant amount of work must be completed before investing, requiring comprehensive reform and extensive appraisal prior to seeking any approval;
- The Acting President briefed members on the governance structures in place, including regular reporting to the ARC since 2019 on the student record system;

Several historical reports identified issues such as under investment in IT and staff. A service provider was commissioned to support the implementation of 90 recommendations, of which 73% have been completed. User Acceptance Testing highlighted difficulties and the complexity of going live in September 2024 with a GPA system. The decision was made to pause the project due to the high level of complexity (rules, credits, registration requirements, module choices, scheduling, appropriate gateways, co-op alternatives) and the University's unique position as in the sector, making it the right decision to pause;

- The investment required for a new system, based on those used in the sector, is estimated to be around €20-30m over a ten-year period;
- Steps must be taken to ensure programs remain stable during any transition;
- One member referred to assurance by the PDP two years ago that this project was on track, and that this was raising their concern about whether incorrect information was provided or if those reporting were unaware of the issues;
- Historically, UL has under invested in IT, and this is now having significant repercussions;
- The decision not to roll out the GPA is causing a lot of considerable uncertainty within the academic community;
- There was a suggestion that the level of risk should be escalated on the FRR;
- The PAC may raise concerns regarding the contractor who undertook the body of work and what has been achieved;
- The CFPO briefed members on the achievements in the different stages of the tactical stablilisation project successfully implemented since 2016 and the associated spend. One planned change has been paused as Academic Registry deemed it not fit for purpose based on testing carried out;
- The Acting President and CFPO are fully briefed on the issues and are prepared to address any questions raised at the upcoming PAC;
- To address the associated risks, the Executive Committee and Governing Authority will need to collaborate closely to implement the necessary reform and find a pathway forward in reasonable timeframe. Delaying too long could create and increase the risk.

15.4   NOTED The ARC will review a report at their next meeting, with the primary focus being on the progression model currently in use by the University.

16.   NOMINATING COMMITTEE REPORT

16.1   NOTED Document entitled "Nominating Committee, Chair's Report to Governing Authority, 24 September 2024", previously circulated.

16.2   NOTED The Chair, Ms Aibhlín McCrann, on behalf of the Committee, briefed the Governing Authority on the matters addressed in the Report including:
- Recommendation to appoint ██████ Tynan as a member of the Campus Development Committee;
- Update on the Chair and new members of the Audit & Risk Committee;
- No update from DFHERIS regarding the appointment of two additional Ministerial nominees to the Governing Authority.

16.3   AGREED On the recommendation of the Nominating Committee to appoint ████ ████ as a member of the Campus Development Committee

16.4   Joint Honorary Doctorate Committee (JHDC) Membership

16.4.1 NOTED The Corporate Secretary informed members that in May 2022, the Chancellor added one member to the JHDC Committee. This adjustment resulted in three Governing Authority members and two Academic Council members on the Committee as a short term measure.

16.4.2 AGREED The membership will revert to two Governing Authority members, and the Nominating Committee will seek expressions of interest from the Governing Authority.

17.   PEOPLE AND CULTURE COMMITTEE

17.1   NOTED Document entitled "People and Culture Committee, Chair's Report to the Governing Authority, 24 September 2024", previously circulated.

17.2   NOTED Ms Aibhlín McCrann, on behalf of the Committee, briefed the Governing Authority on the matters addressed in the Report including:
- Terms of Reference to be revisited following finalisation of Mazars Report;
- Programme of Work will be finalised following agreement on Terms of Reference;
- Culture and Engagement Working Group - The Director of Human Resources provided an update, noting that a selection committee will review the process for considering the 80 expressions of interest received from staff. This process will include offering staff the opportunity to contribute to the work of the Group;
- Baseline Data Presentation - The Director of Human Resources presented a range of baseline data related to staff. This will be expanded upon at the next meeting to include temporary hourly paid staff;
- Key Policy approvals including:
  o Revised Research Contract Management Policy
  o Social and Online Media Use Policy
  o Secondment Policy and Procedure
  o Staff Talent Development Policy – to be considered further by the Committee
  o Policy for Retention of Academic Staff
  o Career Break Policy
  o Service Recognition Policy
  o Sexual Violence & Harassment Policy & Procedures
  o Sexual Health & Wellbeing
  o Race Equality Action Plan.

17.3   NOTED Discussion including the following:
- The current volume of policies before the Governing Authority for approval is due to a backlog, which will be better managed in future;
- Policies will continue to be scrutinized at the committee level but must also be considered by the Governing Authority before final approval;
- There was a request for an annual update and recognised outcome on how policies are operating. This oversight would provide assurance on the level of compliance and ownership, thereby building trust;
- Policies should set out aims, mission and scope, and not subject to frequent changes. Related procedures and working instructions should be available to guide the enactment of policies;
- Relevant committee minutes should include a summary of policy recommendations, changes, amendments.

17.4 AGREED The presentation of policies should be more standardised and include appropriate context, such as whether the policy is new or revised and the reasons for changes (e.g. legislative requirements).

17.5 AGREED To approve the following policies and action plan as presented:
- Revised Research Contract Management Policy;
- Social and Online Media Use Policy;
- Secondment Policy and Procedure;
- Policy for Retention of Academic Staff;
- Career Break Policy;
- Service Recognition Policy;
- Sexual Violence & Harassment Policy & Procedures;
- Sexual Health & Wellbeing;
- Race Equality Action Plan.

18. STUDENT EXPERIENCE, ACCESS & EQUALITY COMMITTEE

18.1 NOTED Document entitled "Student Experience, Access & Equality Committee, Chair's Report to the Governing Authority, 24 September 2024", previously circulated.

18.2 NOTED The Chair, Ms June Arnold, on behalf of the Committee, briefed the Governing Authority on the matters addressed in the Report including:
- Key Policy Approvals:
  - Sexual Violence & Harassment Policy & Procedures
  - Sexual Health & Wellbeing Policy
  - Student Dignity and Respect
- Race Equality Action Plan;
- First Seven Weeks Programme;
- Terms of Reference and Programme of Work;
- Appointment of Deputy Chair – Professor Edmond Magner.

18.3 AGREED To approve the following policies and action plan as presented:
- Sexual Violence & Harassment Policy & Procedures;
- Sexual Health & Wellbeing Policy;
- Student Dignity and Respect;
- Race Equality Action Plan.

19. FINANCE, STRATEGY & PERFORMANCE COMMITTEE (FSPC)

19.1 NOTED Document entitled "Finance, Performance & Strategy Committee, Chair's Report to the Governing Authority, 24 September 2024", previously circulated.

19.2 NOTED The Chair, Mr Donal Donovan, on behalf of the Committee, briefed the Governing Authority on the matters addressed in the Report including:
- Liquidation of Alumni DAC and movement of Alumni function including staff into UL – recommendation to Governing Authority;
- Q3 23/24 Finance Report Income & Expenditure with an update on the key points;
- Finance, Strategy and Performance Committee name change;
- FSPC Terms of Reference.

19.4 NOTED Discussion including the following:

- A revised HEA return, including an additional 149 students who registered late, was submitted at the end of August. The CFPO will report back to the Committee on a review being undertaken by Academic Registry regarding this matter;
- The importance of having appropriate systems in place to manage conflict of interest with consultants was emphasized;
- The FSPC will ensure there is a process in place for regular reporting on the strategy, highlighting substantive issues for the Governing Authority's consideration;
- Members welcomed the evolving terms of reference along with the governance structure.
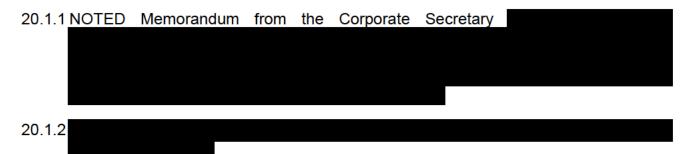
19.5 Alumni DAC

19.5.1 AGREED To approve the recommendation of the FSPC to liquidate UL Alumni DAC and the movement of the Alumni function including the staff into the University.

19.5.2 NOTED A future meeting should include a discussion on enhancing the connection between the University and the Alumni community.

19.6 Terms of Reference

19.6.1 AGREED To reduce the value of transactions which can be approved by the FSPC from €2m to €1m.

19.6.2 AGREED On the recommendation of the Committee to approve the Terms of Reference as circulated with the inclusion of the amendment set out in 19.6.1.

20.   ANY OTHER BUSINESS

20.1 Expenses

20.1.1 NOTED Memorandum from the Corporate Secretary ███████████
███
███
███

20.1.2 ███
███████████████████████████

20.2 oneAdvanced

20.2.1 NOTED The Corporate Secretary informed members that the download function on oneAdvanced has been enabled. Guidance on how to download documents will be issued by the Corporate Secretary's Office, and members were reminded to observe the principle of confidentiality and their legal and equitable obligations in relation to same.

20.3 Self-Assessment Questionnaire

20.3.1 NOTED The Corporate Secretary briefed members that, in accordance with the Code of Practice for the Governance of State Bodies, members are required to undertake an annual self-assessment evaluation of their performance. A link to the survey will be issued to each member in the coming week, and a report on the results will be considered at the October meeting.

20.4 Statute 4 Appeal

20.4.1 NOTED Mr Liam Carroll provided an update on a Statute 4 Appeal concerning the dismissal of an employee. This matter is currently being reviewed by an Appeals Committee established by the Governing Authority.

20.6 Trident Research Project – Israeli Partner

20.6.1 NOTED A member raised concerns about UL researchers' involvement in a project with some supporting tasks being undertaken by an Israeli company. The Acting President briefed members, explained that this project involves multiple partners, with the Israeli company providing administration support as project managers. The Research Office had conducted comprehensive due diligence, and the project is regularly reviewed including by the UN. No intellectual property was transferred to any other partner. UL is committed to the contract and breaking it could cause serious reputational damage. It is common practice to outsource project management activities, as many universities lack the capacity to handle them in-house.

20.6.2 NOTED The President UL Student Life advised that students had taken a clear stance in terms of the conflict ongoing in Gaza and Israel and that students and therefore UL Student Life would oppose any relationships, partnerships etc. with an institution or organisation that is complicit in the ongoing genocide in the Palestine.

21. MEETING WITHOUT MEMBERS OF EXECUTIVE PRESENT

21.1. 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.