MINUTES

Board/Committee	:	Governing Authority
Meeting	:	Meeting M25-1
Venue	:	Boardroom, LISB
Date	:	28 January 2025
Attendance	:	June Arnold (MST); Ronan Cahill; Donal Donovan; Kevin Fleming (MST); Síofra Foley; Ann Marie Kennedy; Lucy Edith Kiiza; Shane Kilcommins; Brigid Laffan (Chair); Ann Ledwith; Edmond Magner; Aibhlín McCrann; Anne O'Connor (MST); Sinéad O'Flanagan; Mark Southern; Bob Strunz
Apologies	:	Liam Carroll
In Attendance	:	Grainne Frain; Ciara Hogan; John Field; John Kelly; Pat O'Neill.

1.   CONDOLENCES

1.1   AGREED That the condolences of the Governing Authority be conveyed to Mr Liam Carroll on the recent loss of his father-in-law, and to the family of Mrs Barbara Conlon, who completed the online Family Law course and died recently.

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. Mr Kevin Fleming declared a conflict with regard to the agenda item on UL Aviation Registries and will leave the meeting for this item.

3.   MINUTES AND MATTERS ARISING

3.1   AGREED Minutes of M24-12 of 16 December 2024 with amendments proposed by Dr Donal Donovan.

4.   GOVERNING AUTHORITY ACTION ITEMS

4.1   NOTED Document entitled "Sixth Governing Authority Action Items to January 2025 Meeting", previously circulated. The Corporate Secretary briefed members on the updates as highlighted, since the last meeting.

4.2   NOTED The Chancellor will present a proposal on the composition of the Presidential Search and Selection Boards at the next meeting in February. This will result in a delay to the timeline outlined at the December 2024 meeting.

5.   CULTURE

5.1   NOTED Ms Laura Magahy, Forvis Mazars and Mr Bobby O'Connor, Director, Human Resources (DHR) joined the meeting for this agenda item. Ms Magahy provided a presentation on the Forvis Mazars Culture Review of the University, undertaken on behalf of the HEA and which included the following:

- Scope of the Culture Review; questions examined in relation to culture and governance framework and responses; sixteen key observations; fourteen recommendations;
- Implications for Governing Authority and Executive Committee including a series of actions around a target culture, planning and implementation, behaviours and the functioning of the three lines of defence;
- Characteristics of a strong culture; culture in the workplace; strong versus weak culture attributes; the importance of behaviour and tone;
- Key principles – roles of key groups including Governing Authority with approval and oversight; Executive Committee as decision makers and an Implementation Group, which might be a sub-committee of the Executive Committee;
- Target culture supported by Organisational Culture Framework and Roadmap co-created between Governing Authority and Executive Committee to support UL's mandate;
- A strong culture can support UL's culture mandate through the following: behaviours are made explicit in how they support target culture needed to deliver organisational vision, mission and values; enablers reinforce expected behaviours, through HR, communications and governance processes; teams "learn and live" the behaviours aligned with organisational purpose, modelled from the top, and reinforced by enablers.

5.2 NOTED Detailed discussion including the following:
- Observations in the Review were derived from material within UL culture reports, town halls, and surveys, highlighting key problem areas e.g., trust, leadership, and communication;
- Culture encompasses various elements such as hierarchy, leadership, communication, accountability. It is uncertain how the findings in the report will address these issues. Additionally, the Review appeared to focus more on the process;
- Different organisations approach these elements in various ways, as there is no one-size-fits-all model. It is unclear if there is any fully right model, and there are differing opinions about what culture is or what it should be;
- Over eighty staff members expressed a desire to help and contribute, emphasising the need to be heard for effective change. These staff members were to be part of the Culture Working & Engagement Group, which the Review recommended should be suspended along with the People & Culture Committee;
- Ms Magahy confirmed it is acceptable to have these committees provided that they work together cohesively and avoid fragmentation of mandate, issues and voices;
- There needs to be greater accountability arising from the Review in relation to culture, and while culture may be a regular agenda item, its true value lies in the actions that follow. There are many good policies, but a major priority is ensuring effective communication and accountability for these policies and how will this be achieved. Additionally, a query was raised as to how to ensure good communication and behaviours;
- Ms Magahy explained that a cultural framework can achieve this by aligning actions with supporting strategy, which in turn supports the target culture. It includes an agreed program of work, main topics, and their representation, all designed to ensure accountability within the framework. The culture must be integrated into daily practices, embedded in everyday conversations and behaviours, and communicated consistently across the institution. It should also encourage the calling out of issues. Performance management should be used to address poor behaviour, with appropriate sanctions to follow if necessary. This

approach should be applied to recruitment as well. Although it may be slow to implement, it must be done systematically;

- Leadership must be distributed, with department heads responsible for addressing bad behaviour within their departments. Individual accountability is crucial, and respect for students must permeate the University;

- Culture must be linked to practices and behaviours and integrated into an accountability framework. It should not just be a standing item on the agenda but include a comprehensive programme of work;

- Governing Authority, President, Executive team, Academic Council, individual departments, Deans, and each employee has a role to play. Everyone must fulfil their responsibilities within their designated roles. Institutions vary in hierarchical structures, but collegiality and responsibility are essential across the board;

- The University must now establish a new desired target culture and behaviours, sponsored by the President, with a structured approach agreed upon by the Governing Authority and Executive Committee. An agreed-upon programme of work will adopt a gold-standard approach to serve the University into the future;

- Work will commence with a workshop involving the Governing Authority, Executive Committee and People and Culture Committee, with external support, to define the target culture;

- The challenges around culture are complex and multifaceted and require a clear pathway to address them. It's important to articulate what constitutes a strong culture linked to practices and behaviour, ensuring it permeates all levels. Establishing a baseline is necessary and will also consider the culture of the past;

- A structured framework is essential to support a robust target culture. The University needs to assess how enablers will support this culture, identify if they are in place, and report progress to different committees. A review should be conducted in 12 months, using established cultural metrics and benchmarks.

5.3 NOTED A full day workshop on 26 February 2025 facilitated by an external consulting firm with expertise in culture. The Governing Authority, Executive Committee and People & Culture Committee will be in attendance. The purpose of the meeting will be to define the target culture and the accompanying desired behaviours.

5.4 NOTED The Chancellor thanked Ms Magahy for her report and presentation and she left the meeting.

6. REMOVAL OF TENURE TRACK

6.1 NOTED Memorandum from the Director, Human Resources entitled "Removal of Tenure Track", dated 28 January 2025, previously circulated.

6.2 NOTED The Director, HR briefed members on the introduction of the Tenure Track system for entry level academic staff. Since 2012 only 3 of 120 employees had not achieved tenure. This model is used by only one other institution. The briefing covered the advantages and disadvantages of the current system and provided evidence that the University is now operating at a disadvantage in terms of recruitment, research capacity, and funding applications. Additionally, the Academic Progressions and Promotions Review Group proposed that tenure be awarded to Assistant Professors from the outset, based on a permanent contract pending successful completion of the probationary period. This would include clear, structured supports to aid their development and improve the quality of academic talent. The memo outlines the expected benefits, approvals, consultations to-date, and management of existing

Tenure Tracks. Existing Tenure Track contracts will run their course and the affected policies will be merged into one to cover all progression/promotion.

6.3 AGREED To approve the removal of the Policy and Procedures for Granting Permanent Status to Tenure Track Academic Staff.

6.4 NOTED Given the significant investment in academics, the importance of advertising, recruitment, board responsibilities, strong monitoring and performance was emphasised. This issue will be discussed in more detail at the Human Resources deep dive at the February meeting.

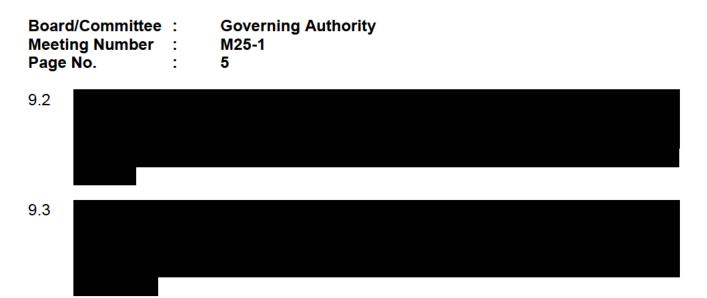## 7. ANNUAL CONFLICTS OF INTEREST REPORT

7.1 NOTED Memorandum from the Director, Human Resources entitled "Declarations of Interest - Policy for Conflicts of Interest", dated 28 January 2025, previously circulated.

7.2 NOTED The DHR briefed members that the University's Policy for Conflicts of Interest requires an annual summary of all conflicts of interest and the management mechanisms put in place be presented to the Governing Authority. Twenty-two declarations of interest were reported to the Director, Human Resources since the previous report to Governing Authority in January 2024. Of the twenty-two, three were declared not to be a conflict and nineteen was declared a potential conflict. In the instances where a potential conflict was declared, the DHR is satisfied with line management confirmation that appropriate conflict management plans have been put in place.

8. TRANSFER OF ALUMNI DAC STAFF TO UL

8.1 NOTED Memorandum from the Director, HR entitled "Transfer of Alumni DAC staff to the University of Limerick", dated 28 January 2025, previously circulated.

8.2 NOTED The DHR briefed members that as agreed by Governing Authority in September 2024 the transition of staff from Alumni DAC to the University was completed in accordance with all legal and regulatory requirements. The information and consultation process ensured that the affected employees were adequately informed, supported, and involved throughout the transition.

8.3 NOTED The Director, Human Resources left the meeting.

9. UPDATE ON FINANCIAL STATEMENTS YEAR ENDED 30 SEPTEMBER 2023

9.1 NOTED Mr Pat O'Neill, Chair, Audit & Risk Committee provided an update to members on the financial statements which are still pending sign-off by the external auditors PwC, due to the Rhebogue transaction. A forensic review undertaken by Deloitte, at the request of PwC, with regard to potential related party transactions posing conflicts of interest, has been completed. It is hoped that PwC will now be in a position to sign-off the financial statements and they can be considered in the first instance by the Audit & Risk Committee at a meeting scheduled for 14 February 2025 and then by the Governing Authority on 25 February 2025. The importance of signing-off these financial statements as soon as possible was emphasised, particularly with regard to the US Federal Aid Loan Programme.

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10. STUDENT RECORD SYSTEM

10.1 NOTED Documents including a presentation entitled "Student Record System – Deep Dive and Future Development, Governing Authority 28 January 2025"; "Tactical Stabilisation Phase III, Summary Overview of key Deliverables, Clarion, 27th September 2024"; Memorandum from the Strategic Governance Committee entitled "SGC Memo 10 to EC – re. Theme 8 – Student Records", dated 29 January 2024; and "Tactical Stabilisation Phase II, Project Closeout Report, Clarion, 18th January 2021", all previously circulated. Mr Liam O'Reilly, Director, ITD, Mr Fintan Breen and Ms Ann-Marie O'Rourke, Academic Registry and Mr Pat Millar, Clarion Consulting joined the meeting.

10.2 NOTED A presentation by Professor Ledwith, Provost & Deputy President and Mr O'Reilly included the following:

- **History and background of the student records system**: Detailed in Memo No.10 from the Strategic Governance Committee, this information was shared with members alongside review reports by Gartner (2005) and Deloitte (2015). The Deloitte report included 90 recommendations under four main themes;

- The SITS Stabilisation Programme was initiated after the Deloitte review. 73% of the recommendations are implemented. The 2023-24 plan aimed to complete Phase III of Tactical Stabilisation, replacing QCA and non-standard SITS usage for progression with more standard functionality, and replacing QCA with GPA;

- The decision to pause the GPA project was made due to the increasing number of progression rules and workarounds during UAT, which exceeded 520 rules. This made it unrealistic to complete testing within the planned timeframe and posed significant risks for operationalisation in a live environment;

- The SITS Steering Committee's decision endorsed by the Executive Committee, was to pause the project and concentrate on simplifying and standardising the UL Operating Model;

- The SITS programme is being wound down, with a new Academic Led Programme set to systematically remove complexity in the Academic Operating Model;

- The challenges are not with the IT system itself but with the regulations and excessive customisation of the Tribal system to replace the previous record system. Concerns about these issues were raised as early as 2005 and reiterated in the Deloitte report;

- To address recommendations in Deloitte measures such as improved backups, enhanced governance (including reporting to the ARC), change process approval, and resource allocation were implemented. Detailed progress was outlined for the periods 2015-2018 and 2019-2024;

- The financial costs for each of the three project phases were noted, with some uncertainty about how much of the expenditure on progression will be applicable in a simplified model;
- **Operating Model Challenges and the key challenges:**
  (1) *Structures:* Regulations and programme structures are not amenable to automation/standard systems and insufficient time lags between key processes
  (2) *Governance:* Unclear accountability for key processes such as grading and progression, and inappropriate devolution to operational areas
  (3) *Culture:* Lack of enforcement/adherence to deadlines and very high levels of change after submission deadlines
  (4) *Systems and Processes:* Significant over-reliance on manual checks, workarounds and bespoke solutions
- These challenges post risks such as reputational damage, reduced ability to exercise effective governance and constraints on delivering projects aligned with the strategic agenda;
- The significant interdependencies with other key systems and business processes must be considered when replacing or re-engineering the Academic Operating Model;
- **Academic Operative Model Transformation:** Issues with programme design, academic regulations, policies, practices, ways of working, and culture have led to significant complexity and reliance on subject matter experts, increasing risk. Following Tactical Stabilisation, the delegation advised that the environment is more stable, and UL must now undertake a transformation of the operating model. This includes policies, business processes, structures and procedures for governing and administration of functions such as scheduling, credit framework, course setup, student registration, grading, progression, awards, exams and HEA returns;
- **Next steps:** These include meeting with Faculty Management Groups, presenting to the Academic Council at the end of January 2025 for project approval, and scoping the project for six months with faculty support. This is a substantial body of work that requires prioritization and a clear road map;
- **Benefits**: The transformation aims to achieve a clearer operating model, simpler grading and progression model, a more effective Exam Board process, increased academic ownership and accountability; a workable academic calendar, an annual timetable, an effective repeats process, reduced reliance on Tribal, and reduced institutional risk.

10.3 NOTED Detailed discussion including the following:
- Excessive customisation of SITS has made it difficult to use the system's functionality due to numerous additional rules. While detail was provided on improvements, UL is not where it needs to be;
- Total of 35 reports were provided to the ARC over the last five years under four Presidents and six sponsors in that time period;
- The main challenge is not around the IT system but with course design and implementation, which creates significant risk. The system has been tasked with making decisions that should be made by academics, leading to a complex, manual process with multiple rules;
- Concerns were raised about UL's capacity to handle this significant transformation given the current student population, alongside parallel discussions around culture and maintaining manageable project plans;

- Grading and Progression is complicated due to system of compensating fails, result management and interpretation, interdependencies and the level of manual intervention required;

- Producing results around tight timeframes is not good practice;

- A scheduling project is also underway and will be linked to this project. Currently, schedules are produced only two weeks before each semester commences;

- There has been positive engagement with faculty, who are actively involved with the process. Buy-in and ownership are not issues with Academic Registry. Rather, the challenges are primarily academic. However, progressing to an optimal model requires a collaborative approach across all units. The University should leverage its academics who excel in core structure and academic regulations;

- The President noted that this type of open discussion is important and has not been typical of previous discourse, and emphasised its importance. UL in the past has been too slow in confronting these challenging issues. UL is the only institution in Europe offering 3, 6 or 9 credits, and despite extensive discussions at Academic Council about adopting 5 or 10 credits, there was no consensus. The need to reduce complexity and transition to the cloud is unavoidable. This is the first time mapping has shown the University's complexity, and it is a significant outlier. The variability in programme structure, with circa ten templates used elsewhere, and the implementation of common entry, along with elective choices and semesterisation, have all contributed to this complexity;

- A substantial effort is required to raise awareness about the complexity and address it effectively. Sufficient resources must be ensured, appropriate cultural links established, and an ability to refuse changes to progammes;

- The practice of each faculty using discretion for first, second and third class awards needs to be standardised and Exam Boards must serve as the gateway with academics responsible for grading. Late grades should be avoided as they represent poor practice;

- The University has become innovative and evolved organically over the years to benefit both the students and the institution, with initiatives such as the Graduate Entry Medical School, co-op programme, free elective choices, common entry and personalized clash free timetables. However, there should have been greater resistance through the application of constraints or gateways, better management of the associated risks, resulting in increased complexity and manual processing;

- Moving forward, it will be necessary to develop a small number of templates for undergraduate and postgraduate programmes. Additionally, the workflow process for the Academic Regulations Committee will need to be considered;

- It was suggested that the Academic Council should issue a moratorium on non-standard programs and avoid customised programs. However, it was also expressed that innovation cannot be halted as it is inconsistent with the strategy. UL needs to be careful in managing growth, mindful of complexity, and considerate of how different disciplines are handled across the university. There should be caution about stopping initiatives but being deliberate in how change is implemented, ensuring innovation does not add unnecessary complexity;

- View expressed that the presentation lacked historical context and did not reflect important points made by both Gartner and Deloitte. These points include the lack of significant accountability and responsibility, known issues were not acted upon, the inadequacy of the IT system to facilitate the required level of customisation, and the details of who knew what, when, and how decisions were made. A number of recommendations made by Gartner and Deloitte are still outstanding;

- The Governing Authority must determine how to oversee rectification of these issues, which encompass core academic business, to facilitate the transformation of the academic model. The Chancellor expressed the view that there has been no satisfactory explanation of workarounds, such as significant number of grade changes occurring after exam boards;
- It was suggested that input from an external academic, with relevant experience, might assist the ARC with oversight;
- The Chair, ARC acknowledged the need to stabilise the system and address the operating model, including the transition to the cloud, which is expected to take around three years. The ARC supports the plan and emphasises the importance of communicating with all the relevant stakeholders and that the HEA is updated;
- A number of members expressed incredulity that it was not until the end of the third phase of the stabilisation and significant spend that the extent of the rules was discovered. The risk relating to the student system falls under both reputational and operational categories and must be elevated and the action plans updated. Noted that the Academic Registry risk register is currently being updated;
- Changes in academic module credits can have significant implications for PSRB (Professional, Statutory, and Regulatory Body) accredited programmes. Schools and departments need to be promptly informed to start revising their curricula;
- The PDP stated that there is no ideal time to start the project, but it needs to begin as soon as possible. The project will be presented to the Academic Council in the coming week. It was stressed that the project must take into account transitioning to a new operating model while maintaining the reliability of the current system and no student should be disadvantaged in the phased transition;
- A large organisation transformation cannot be done in isolation. It will require a change programme and will highlight behaviours and culture across the University;
- May be helpful to talk to other universities who were involved big curriculum change;
- There should be inclusion of student voices.

10.4   NOTED The Chancellor thanked everyone for their contributions to addressing a critical issue impacting the University and its students. The Governing Authority considers the matter urgent, though they recognise it will take time and are committed to addressing it during their term. A scoping exercise on key areas like academic design, regulations, and template development will be presented to the academic community. The review is necessary given the challenges of maintaining distinctiveness as UL has become a larger institution. The transformation program aims to improve transparency and bring benefits to all. Strong institutional culture requires self-awareness, and while the issues were identified earlier, action took too long. An update will be provided at the June meeting, with a focus on establishing responsibility and accountability. The Governing Authority considers this programme a priority and will maintain oversight as the change programme evolves. This transformational programme is part of the wider strengthening of the institutional culture at UL.

11.   S.64 REVIEW RECOVERY PLAN & IMPLEMENTATION

11.1   NOTED Documentation including correspondence with the HEA with regard to the draft Implementation Plan from December 2024 and January 2025 and a presentation from the CFPO entitled "GA Meeting Section 64 / 65, Renewal Plan Implementation Update, 28 January 2025", previously circulated.

11.2 NOTED Briefing by the Acting President which included the following:
- Progress summary including completion of S.64; Draft Recovery Plan to the HEA; Maher and Capital Reports outstanding; Digital tracker; Town Hall; Executive Leadership training commenced; joint meetings between Executive Committee and Governing Authority;
- Recommendation Tracker including video overview;
- Goals and Accountability including desired outcomes, actions, timelines, priority, impact and sizing of recommendations, delegation to individuals and clarity on roles and responsibilities;
- Risk Management with the Recommendation Tracker serving as a risk management tool developed in alignment with the Fundamental Risk Register;
- Progress Reviews with monthly reports to Executive Committee and to each meeting of the Governing Authority who will maintain oversight over implementation. A validation process, internal and external, will offer assurance on the progress and pace of change;
- Key Topics from Executive Committee workshops and leadership training provided by Deloitte, Mazars and Advance HE were set out;
- Reasons why transformations fail were detailed including lack of joined up vision and leadership; inadequate change management; poor planning and execution; insufficient resources and skills; ineffective communication; failure to monitor and manage risks;
- Key themes on mobilising a transformation programme including: Vision and Scope: Resources and Workload; Transformation Governance; Benefits Management;
- Why UL is transforming and the ongoing transformation agenda;
- Transformation and Renewal – Governance & Operating Model was detailed including ownership, programme management support and structure, governance and oversight. The structure reporting into the President will include a Transformation Project Management Office (TPMO) lead who will be supported by two project managers and an administrator;
- Transformation and Renewal Programme Timelines up to 2027 was noted.

11.3 NOTED The importance of consistency with regard to vision and leadership across all levels in such a large transformation project and the role of the new President in that transition.

11.4 NOTED Members expressed their satisfaction with the direction of travel on the Recovery Plan which the President will report to the HEA. The HEA will be on campus on 5 February 2025 to receive an update on the Recovery Plan with its two key overarching pillars (i) Defining and embedding a new organisational culture and (ii) Reforming and strengthening UL's governance and operating model. The accompanying tracker will be available to the campus community as well as utilised as a risk management tool.

11.5 NOTED Both the Maher Report and Capital Review Report are not yet to hand. These reports will be provided to the HEA in the first instance and the expectation is that they will then be provided to and discussed at the Governing Authority.

11.6 NOTED The Chancellor thanked all those who have been involved in the process to-date for their efforts.

12. CAPPAVILLA VILLAGE: RECONSTRUCTION AND REMEDIATION WORKS

12.1 NOTED Document from the Acting Chief Commercial Officer entitled "Procedural Checklist for Capital Projects – Cappavilla Student Village – Reconstruction and Remediation Works", dated 17 January 2025, previously circulated. Mr Robert Reidy, Acting Chief Commercial Officer (ACCO) joined the meeting and briefed members.

12.2 NOTED Following discussions at the FSPC and the Governing Authority in December 2024, it was agreed that, pending additional information, the FSPC and Governing Authority might approve the reconstruction and remediation works to proceed to tender. It was also decided that no binding commitments would be made until the FSPC and Governing Authority reviewed more detailed cost information in January 2025.

12.3 NOTED In January 2025, the FSPC reviewed the detailed breakdown of the estimated costs, totalling €11.14 million (incl. VAT), and were satisfied to recommend this to the Governing Authority. The impact on PCC cash reserves was noted, and alternative funding sources may need to be considered for future projects. As previously discussed, the HEA must approve this before any expenditure is incurred.

12.4 NOTED The ACCO will provide a further update to the FSPC in six months. Additionally, the Committee has requested that both the ACCO and the UL Solicitor provide an update on any possible legal recourse regarding Cappavilla at the next FSPC meeting.

12.5 AGREED On the recommendation of the FSPC to approve Cappavilla Village fire safety remediation/reconstruction works to proceed to tender, along with the associated funding arrangements totaling €11.14m (incl. VAT).

12.6 NOTED Need to ensure all necessary information is supplied to FSPC and Governing Authority at the time of the initial submission of a proposal.

12.7 NOTED The Chancellor expressed gratitude to the FSPC members and the ACCO for their significant efforts on the project to-date.

12.8 NOTED The CFPO expressed his view that it is unlikely that there will be any requirement for an impairment on Cappavilla. An explanation around the project will appear in both the 2023 and 2024 accounts and the ACCO confirmed that the HEA are aware of the issue and it will be further discussed when they visit campus on 5 February 2025.

13. SCHOOL OF MEDICINE, NEW BUILD AT UNIVERSITY MATERNITY HOSPITAL, LIMERICK

13.1 NOTED Document from the ACCO entitled "Procedural Checklist for Capital Projects – School of Medicine – New Build at Maternity Hospital, Limerick", dated 17 January 2025, previously circulated. Mr Robert Reidy, Acting Chief Commercial Officer briefed members on the following:
- This building will be located on the University Maternity Hospital Limerick site, a facility owned by the HSE. It is a modular construction that significantly upgrades

existing student facilities and is necessary to maintain accreditation by the Irish Medical Council;

- Following delays caused by Covid-19, location issues, design changes and site reconfiguration, the HSE and local management have approved UL to lodge a planning application;
- The Campus Development Committee has reviewed and approved the submission of this planning application.

13.2 NOTED The FSPC is satisfied to submit the works for the new Build at the Maternity Hospital, Limerick at a cost of €3.84m (incl. VAT), to the Governing Authority for approval, along with the outlined funding plan. Following procurement, the Governing Authority will be informed of post-tender costs, and a revised approval will be sought if procured costs exceed €3.84m. The HEA must approve this before any expenditure is incurred.

13.3 AGREED On the recommendation of the FSPC, to approve School of Medicine New Build at the Maternity Hospital, Limerick along with associated funding arrangements totalling €3.84m (incl. VAT).

13.4 NOTED The Chair of the FSPC welcomed the improvements in the quality of presentations to the Committee. With a more streamlined process, the Committee will be able to adequately review projects in a timely manner in future.

14. CONTROLLED CLOSURE OF UL AVIATION REGISTRIES (ULAR)

14.1 NOTED Document from the ACCO entitled "Controlled closure of UL Aviation Registries Ltd", dated 17 January 2025, previously circulated. Mr Kevin Fleming left the meeting for this item.

14.2 NOTED The ACCO briefed the members on the proposed dissolution of the UL Aviation Registries (ULAR) Ltd., and provided information on its establishment. The University has subsidised ULAR since its inception, with expenditure totalling €236k up to December 2024.

14.3 NOTED After considering three options in December 2024, the Executive Committee recommended a controlled closure and dissolution of ULAR. The FSPC agreed with this approach and concurs with the Executive Committee's recommendation for a controlled closure and dissolution of ULAR. Although not expressly a matter for ARC it was discussed at its meeting, and the ARC is also in agreement with this approach.

14.4 NOTED The FSPC members expressed that this proposal did not align with the University's Strategic Plan and was not connected to UL's core business. They recommended that any future projects undergo a much more rigorous review before making similar investments. While this does not preclude the University from being innovative, such initiatives should be academically based.

14.5 AGREED There will be a controlled closure of the ULAR DAC and the company will be dissolved as soon as is practicable. The position of the Company's sole employee must now be considered, to ensure fairness of approach and compliance with obligations under employment law. A senior executive of the University (likely the ACCO) will join the Board of the ULAR in order to facilitate an orderly dissolution, and
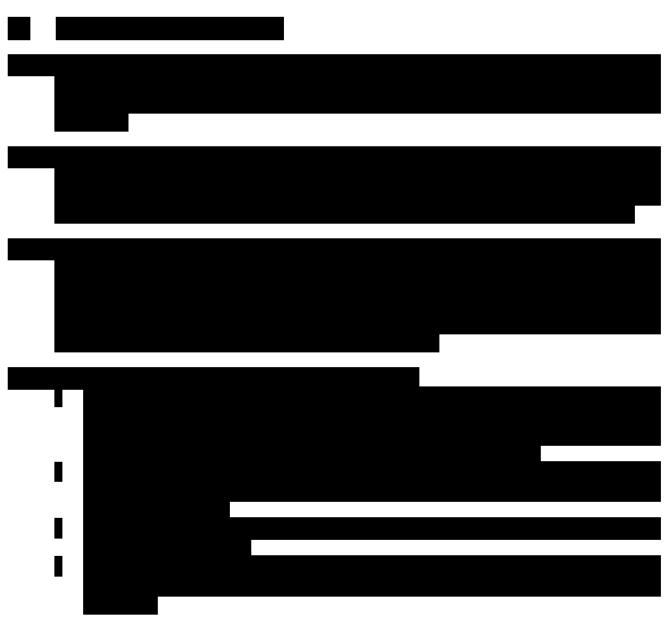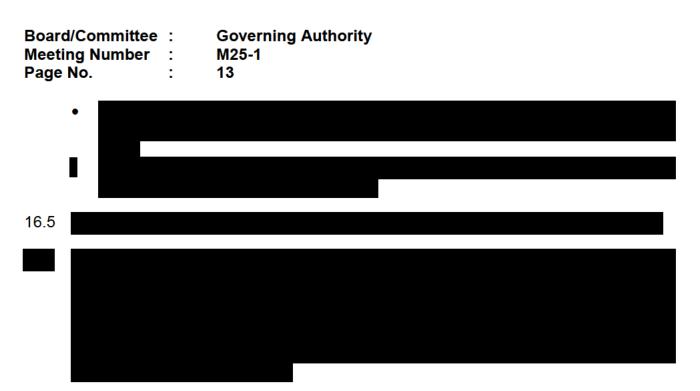
it is anticipated that the current non-executive directors will resign following communication of this decision.

14.6 NOTED The Chancellor thanked the ACCO for his contributions, and he left the meeting.

15. HEA OVERSIGHT AGREEMENT 2025

15.1 NOTED Letter from Dr Wall, CEO HEA Re: 2025 Oversight Agreement, dated 4 December 2024 and "HEA Oversight Agreement between HEA and University of Limerick" effective from 1 January 2025 to 31 December 2025.

15.2 NOTED The President briefed the members on the annual HEA Oversight Agreement for 2025, which outlines the broad governance and accountability requirement for HEIs, as well as the key responsibilities of the HEA and the relevant institution.

15.3 AGREED To approve the HEA Oversight Agreement 2025 for signature by the President and Chancellor as circulated.

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17. APPOINTMENTS

17.1 Promotion – Personal Chair

17.1.1 AGREED In accordance with the Policy for Internal Promotion to Professor (Personal Chair) to approve the promotion of ████████████████████████████
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17.2 Academic Staff Appointments

17.2.2 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint ██
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17.3 Support Staff Appointments

17.3.1 AGREED In accordance with Section 25(1) of the Universities Act, 1997, the filling of the following staff posts:
████████████ Senior Administrator ███████
Executive Administrator

17.4 NOTED Memorandum from the Director, Human Resources entitled "Notification of appointments", dated 28 January 2025 which set out the appointments approved by Governing Authority online since the last meeting in December 2024.

17.5 NOTED Research funded contract appointments for January 2025 as circulated.

18. ACADEMIC COUNCIL REPORT

18.1 NOTED Document entitled "Academic Council (AC) Report". The Acting President members on the Report including the following:
- Awards Titles;
- Academic Workload Allocation Model (WAM);
- Academic Calendar;
- Academic Integrity Policy and Procedures – recommendation to Governing Authority;

- Standardising Regulations for classifications of awards – approved by Academic Council;
- Award Titles Framework Review and Revision – approved by Academic Council;
- Research Ethics Governance Committee Terms of Reference – approved by Academic Council;
- Academic Programme Review Committee Report;
- Academic Regulations Committee Report;
- External Examiners Nominations – approved by Academic Council;
- CoARA: Institutional Action Plan;
- Institutional Student Feedback Mechanisms;
- Honours Degree Award Classification Trends Report – provided to Governing Authority for information;
- Scholarship List;
- Action for Wisdom Teaching & Learning Assessment Strategy 2022-2027: Progress Report;
- Reports from University Advocate, Library and Information Resources Development Committee and Faculty Boards.

18.2 AGREED To approve the Academic Integrity Policy and Procedures attached as Appendix 1.

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

19. PRESIDENT'S DIRECTORSHIPS

19.1 NOTED Memorandum from the President entitled "President's Directorships", dated 28 January 2025, previously circulated.

19.2 AGREED The Governing Authority approved the Directorships of the President as set out in the memorandum.

20. MEMBERSHIP OF STATE BOARDS

20.1 NOTED Memorandum from the Corporate Secretary entitled "Membership of State Boards", dated 28 January 2025, previously circulated and a briefing by the Corporate Secretary. The Governing Authority noted individuals as set out in the memorandum who hold directorship positions of public bodies.

21. SELF-ASSESSMENT EVALUATION QUESTIONNARE

21.1 NOTED Documents entitled "Governing Authority Summary Report, Self-assessment annual evaluation of its own performance, 16 December 2024" and "Governing Authority Annual Self-Assessment Questionnaire", previously circulated. This item had been deferred from the December 2024 meeting due to time constraints.

21.2 NOTED Detailed discussion included the following:
- The Corporate Secretary briefed members that items raised included the lack of strategic direction, secretariat documentation, timings of meetings and elevated language in the responses;
- In response to a query from the Chancellor, members expressed their satisfaction with the current conduct of meetings, links with the community, and the relationship with the Executive;

- While the meeting agendas are lengthy, members believed that starting with a 'deep dive' into strategic issues is effective;
- Members are free to raise issues with any items that are for noting. Standing items are functioning well, and it was agreed that the committee reports and financial items should be prioritised higher on the agenda moving forward;
- There has been a backlog of material for the Governing Authority and the Committees to consider, which may take some time to address;
- A two-page summary should be provided with any papers one week in advance;
- The Corporate Secretary is drafting a service level agreement (SLA) that will outline the commitments of the Secretariate, including the format of papers, timelines and other guidelines. This SLA will be presented to the next meeting;
- The importance of having a calendar of work that includes major strategic items several months in advance was emphasised. This will be provided as part of the Governing Authority's programme of work;
- It's essential to have meaningful discussion on items, communicate effectively, and continuously improve our operational practices. This should be done with appropriate language, tone, respect and collegiality, while avoiding being over judgemental;
- All members are responsible for ensuring they have read the papers. The focus should be on decisions, actions and being future-focused;
- PC&C principles were noted as helpful;
- While future strategy is currently on hold, it's important to note that a lot of strategic discussions took place today. This indicates a strong focus on addressing key issues and planning for the future, even when the formal strategy is paused;
- There's a need for short memos and presentations, limited to no more than 10 slides and presented within 10 minutes, with concise information on each slide. Efforts will be made to tighten this up;
- There is a shared agreement on the importance of leaving a strong legacy for this Governing Authority.

22. RISK

22.1 NOTED Briefing by the Corporate Secretary that risk reviews are ongoing. The top five risks identified include SITS, governance, reputation, cybersecurity and culture.

23. ACTING PRESIDENT'S REPORT

23.1 NOTED Document entitled "Acting President's Report to Governing Authority, January 2025, previously circulated. A briefing by the Acting President included the following:
- HEA Approval and Renewal Plan with the HEA expressing their satisfaction with progress. The Plan includes a tracker system and a Transformation Office and Work Programme and Governing Authority will receive regular updates;
- Conferring Ceremonies in January 2025 celebrated 1,700 students. The Minister, for DFHERIS addressed graduates and families at one of the ceremonies. We are very proud that UL's alumnus is now approaching nearly 140,000 graduates;
- UL hosted a study visit from the Magee Taskforce, who are exploring best practices, innovative strategies and successful models of university expansion and community engagement. They identified UL as an institution whose growth, academic initiatives, and community impact align closely with their vision;

- New appointees include Professor Kevin M Ryan as Vice President for Research, and Innovation and Professor Colin Fitzpatrick as Vice President for Global Engagement. Both will also join the Executive Committee.

23.2 NOTED Discussion included the following:
- Members welcomed the improvement in the content now provided in the revised the Report;
- After the in-depth discussion on Research at the last meeting, it was noted that the analysis of research output across different departments is insufficient. There is a need for concrete data on research trajectories and future directions;
- In response to a query about raising awareness within faculties regarding the review of the academic model, the PDP informed members that this process is now underway;
- UL has joined the Age Friendly University Global Network, an initiative spearheaded by the Human rights, Equality & Diversity Department to create a more welcoming and inclusive environment for older adults, promoting lifelong learning and community engagement.

24. STUDENT RELATED MATTERS

24.1 Student Life Report

24.1.1 NOTED Document entitled "Report of UL Student Life for the Governing Authority – Authored by Ronan Cahill and Síofra Foley as of 17/01/2025". The President, Student Life and Deputy President & Welfare Officer highlighted a range of items in the Report including: Reflection on Semester One; Quality Review; Charity Week; Initiatives for Semester Two; Clubs & Societies; Advice and Advocacy Report; Accommodation; Academic Issues; Financial and Complaint Issues; Concerns for the semester including laptop loan scheme and trend among students engaging in online gambling and cryptocurrency.

24.2 Postgraduate Students' Union Report

24.2.1 NOTED Document entitled "Report from UL Postgraduate Students' Union to Governing Authority, January 28 2025 – Authored and presented by Lucy Edith Kiiza, President, ULPSU". The President, PSU highlighted a range of items in the Report including: Meal Voucher Programme; Postgrad Month; Financial Aid; Last Semester Reflection and Planning Report; Open Day; PhD Events; UL Communities Initiatives; Food Pantry; Breakfast Scheme Funding; North Campus Tour; Proposal for old Student Life Building; rooms for health and wellbeing issues.

24.2.2 NOTED The Chancellor on behalf of the Governing Authority congratulated Ms Kiiza on her recent graduation.

25. COMMITTEE REPORTS

25.1 CAMPUS DEVELOPMENT COMMITTEE (CDC)

25.1.1 NOTED Document entitled "Campus Development Committee, Report to Governing Authority, 28 January 2025", previously circulated. The Interim Chair, Ms June Arnold, on behalf of the Committee, briefed the Governing Authority on the matters addressed in the Report including:

- The Chair's Report update including that planning permission was submitted for the building at the University Maternity Hospital;
- Draft Framework for Physical Development: Members noted that while the framework is aspirational, it does not address existing campus issues. A project timeline is required so the CDC can understand and progress a new Framework for Physical Development;
- Next CDC meeting: The focus will be on the Capital Plan, providing a clear view of intended capital developments over the next five years. This step is required before continuing the development of the Physical Framework;
- The Chairs of FSPC and CDC met with the Corporate Secretary to align their terms of reference. The CDC will have sight of costings as they are an intrinsic consideration for any capital project. The updated Terms of Reference will be presented to the Governing Authority in February 2025 for approval;
- The CDC approved seeking planning permission for the demolition of glass house structures at Larkin House and is required to notify the Governing Authority;
- A schedule of dates was agreed.

25.2 FINANCE, STRATEGY & PERFORMANCE COMMITTEE

25.2.1 NOTED Document entitled "Finance, Strategy & & Performance Committee, Chair's Report to the Governing Authority, 28 January 2025", previously circulated.

25.2.2 NOTED Mr Donal Donovan, Chair FSPC, on behalf of the Committee, briefed the Governing Authority on the matters addressed in the Report including:
- Timeliness of Papers – while accepting the demands on the Secretariat the FSPC insist on timely receipt of papers, and any resourcing issues are a matter for the Executive Committee;
- Committee Vacancy – need for the Nominating Committee consider this issue following an external members decision to step down;
- End of Year Report for Year Ended 30 September 2024 – a very clear presentation and informative paper to the FSPC set out a substantial surplus for FY2023/24 and was welcomed. The Committee has requested the CFPO to prepare medium term financial scenarios as background for a forthcoming "strategy overview" Governing Authority discussion. The impact of the supplementary grant not being baselined cannot be underestimated;
- Cappavilla Village – on the basis of the ACCO's provision of additional information on the costings amounting to €11.14m. The FSPC is satisfied to recommend approval of the works and associated funding arrangements. Refer to Item 12 above;
- School of Medicine New Build at the Maternity Hospital, Limerick – the Committee is satisfied to recommend approval of the works and associated funding plan at a cost of €3.84m (incl VAT). Approval will be sought from the Governing Authority should the procured costs be any higher. The FPSC is satisfied to recommend approval of the School of Medicine New Build at the Maternity Hospital, Limerick and associated funding arrangements. Refer to Item 13 above;
- Controlled Closure/dissolution of UL Aviation Registries – The FSPC is satisfied to recommend the controlled closure of UL Aviation Registries to the Governing Authority for approval. Refer to Item 14 above;
- Subsidiary Reports from PCC and Unijobs reports were noted. The impact of S.64 will also require consideration at some point in the near future. A paper from the CSO and CFPO regarding vacancies on the subsidiary boards will be considered

by the FSPC and recommendations will come to the Governing Authority pending completion of the S.64 recommendations;

- Strategic Scorecard – though behind schedule work is progressing well and a prototype will be presented for a limited set of priority indicators in March 2025;

- Action for Wisdom, Teaching & Learning Strategy – while good work is being done the FSPC is of the opinion that the report as presented made it difficult to assess progress and that more could be done to show in a tangible way that the objectives set out in the Strategy are being achieved;

- Terms of Reference – following discussions with the Chair of CDC on the respective role of both committees in relation to capital acquisitions and approval by the CDC, members are satisfied to recommend the revised Terms of Reference to the Governing Authority for approval.

25.2.3 AGREED On the recommendation of the Committee to approve the FSPC Terms of Reference attached as presented.

25.3   PEOPLE & CULTURE COMMITTEE (P&CC) COMMITTEE REPORT

25.3.1 NOTED Document entitled "People and Culture Committee, Chair's Report to the Governing Authority 28 January 2025", previously circulated. Ms Catherine Duffy, Chair, PC&C joined the meeting (MS Teams) for this agenda item.

25.3.1 NOTED The Chair, P&CC, on behalf of the Committee, briefed the Governing Authority on the matters addressed in the Report including:

- Effective Meeting Conduct – Document previously adopted by the P&CC and agreed to be shared with both the Executive Committee and Governing Authority so as to establish a similar set of ground rules/principles regarding behaviours;

- Mazars Report Overview by the Acting President including key recommendations to define the target culture, create a Governance Framework and lead role by executive. The PC&C will consider the review reports and shape a workplan around their recommendations;

- Terms of Reference – following work by members together with the Corporate Secretary and Director of Human Resources to recommend draft Terms of Reference for approval of the Governing Authority.

25.3.2 AGREED On the recommendation of the Committee to approve the Terms of Reference as presented.

25.4   STUDENT EXPERIENCE, ACCESS & EQALITY COMMITTEE REPORT

25.4.1 NOTED Document entitled "Student Experience, Access & Equality Committee", Chair's Report to the Governing Authority, 28 January 2025", previously circulated. The Chair, Ms June Arnold, on behalf of the Committee, briefed the Governing Authority on the matters addressed in the Report including the Dignity and Respect Policy and Procedures for Student and Employees for approval by the Governing Authority; and a revised workplan. The workplan will be submitted for approval to the next meeting of the Governing Authority.

25.4.2 AGREED To approve the Dignity and Respect Policy and Procedures for Students and Employees attached as Appendix 1 to the Report.

26. REPORTING OF IP COMMERCIALISATIONS

26.1 NOTED Memorandum from the VP Research and Innovation and Director Technology Transfer Office entitled "UL intellectual property (IP) commercialisation report", dated 17 January 2025.

26.2 NOTED The memorandum provided the IP Commercialisation metrics for UL for calendar year 2024. The information consists of a list of holdings in external companies; the IP commercialisation comprising licensing, option and assignment of IP entered into by UL in the reported period; and the names of spin-out companies from which UL received revenue, also during the reporting period.

27. ETHICS IN PUBLIC OFFICE ACTS (STATEMENT OF INTEREST) AND RELATED PARTY DISCLOSURES

27.1 NOTED The Corporate Secretary thanked all members who have already submitted their Annual Declaration of Interests, as required by the Ethics in Public Office Acts. Additionally, PwC have advised that members must also fulfil a separate obligation under Accounting Standard FRS102 by completing a declaration regarding Related Party Disclosures. Copies of the necessary form(s) were provided at the beginning of the meeting for those who have not yet completed them, with a submission date of 31 January 2025. Each Governing Authority member is personally responsible for returning the signed forms.

28. ANY OTHER BUSINESS

28.1 Ministerial Nominees

28.1.1 NOTED The Chancellor informed members that the matter of appointing Ministerial Nominees will be discussed with the new Minister of DFHERIS. These appointments are therefore no longer imminent, but are anticipated to occur in the coming months.

28.1.2 NOTED The Chancellor on behalf of the Governing Authority will write to the Minister, DFHERIS extending congratulations on his recent appointment. It is hoped the Minister will visit the campus in the near future.

28.2 Culture Workshop

28.2.1 AGREED The Governing Authority together with Executive Committee and members of the People & Culture Committee will attend a University Culture Workshop on 26 February 2025.

28.3 Rhebogue

28.3.1 NOTED In response to a query, the CFPO informed the meeting that there was no update on the Rhebogue planning permission appeal, for which a decision had been expected by the end of 2024. Although an inspector visited the site in early December 2024, no decision date is currently known.

28.4 Schedule of Dates

28.4.1 AGREED The Governing Authority meeting originally set for Tuesday, March 25, will now be held on Tuesday, April 1.

28.4.2 NOTED At the request of several members the possibility of moving meetings from Tuesdays to Thursdays will be considered. The Corporate Secretary's Office will reach out to members to confirm their availability.

29. MEETING WITHOUT EXECUTIVE PRESENT

29.1 NOTED Due to time constraints this item was deferred to the February meeting.

Documentation of Note circulated including:
Workshop on Requirements for the Statement of Internal Controls by Dr Geraldine Smith