# MINUTES

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| Board/Committee | : | Governing Authority |
| Meeting | : | Meeting M25-2 |
| Venue | : | Boardroom, GLISB |
| Date | : | 25 February 2025 |
| Attendance | : | June Arnold (MST); Ronan Cahill; Liam Carroll; Donal Donovan; Kevin Fleming; Ann Marie Kennedy; Lucy Edith Kiiza; Shane Kilcommins; Brigid Laffan (Chair); Ann Ledwith; Edmond Magner; Anne O'Connor; Sinéad O'Flanagan; Mark Southern; Bob Strunz |
| Apologies | : | Síofra Foley; Aibhlín McCrann |
| In Attendance | : | Grainne Frain; Ciara Hogan; John Field; John Kelly; Pat O'Neill. |

## 1. MEETING WITHOUT MEMBERS OF EXECUTIVE PRESENT

1.1. 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.

## 2. GENERAL

### 2.1 Condolences

2.1.1 AGREED That the condolences be conveyed to the family of Ms Paula Dundon, a much-cherished member of staff in the Irish World Academy of Music & Dance, who died recently.

### 2.2 Resignation

2.2.1 NOTED The Chancellor informed members that Mr Liam Carroll had submitted his resignation from the Governing Authority, which will take effect upon the appointment of his successor. The Chancellor and members acknowledged Mr Carroll's service since 2017 and extended best wishes to him and his family for the future.

2.2.2 ████████████████████████████████████████ ████████████████████████████████████████ ████████████████████████████████████████ ███████████████████████. Members were invited to submit any additional proposals to the Nominating Committee to review and to make a recommendation to the next meeting.

### 2.3 Ministerial Nominees

2.3.1 NOTED The Corporate Secretary provided an update on the submission of a State Board Vacancy template to StateBoards.ie in preparation for their upcoming campaign to fill vacancies. The template outlines the required skillset, in line with the recommendations from the S.64 Review, including financial expertise, commercial expertise, and risk management. It is anticipated that the remaining two ministerial nominees will not be appointed before September.

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## 3. CONFLICTS OF INTEREST

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

## 4. MINUTES AND MATTERS ARISING

4.1 AGREED Minutes of M25-1 of 28 January 2025 with amendments proposed by Professor Edmond Magner, Ms Ann Marie Kennedy and Professor Ann Ledwith.

## 5. GOVERNING AUTHORITY ACTION ITEMS

5.1 NOTED Document entitled "Sixth Governing Authority Action Items to February 2025 Meeting", previously circulated. The Corporate Secretary updated members on recent developments including the appointment (following a procurement process) of Forvis Mazars to lead the culture workshop. The workshop, taking place on 26 February 2025, will be attended by Governing Authority, Executive Committee and the People & Culture Committee. The purpose is to explore setting a target culture for UL and explore consultation with the campus community.

## 6. ACTING PRESIDENT'S REPORT

6.1 NOTED Document entitled "Acting President's Report to Governing Authority, February 2025, previously circulated. A briefing by the Acting President included the following:

- **HEA Update** following the HEA's visit to UL on 5 February, 2025. The HEA was advised about the progress and direction of UL's efforts, and it was satisfied to endorse the University's Renewal Plan. Reports on Protected Disclosures and on Capital Developments are awaited, and their recommendations will be incorporated into the Renewal Plan. The Governing Authority will receive regular updates, with bi-annual meetings scheduled with the Executive Committee. A series of Executive Committee workshops will focus on various aspects of the programme of work. Significant progress on the governance pillar is expected in 2025. The culture pillar is being prioritised but will take longer to implement and embed the required change. Transformation and Renewal Programme timelines extending to 2027 were set out, and include alignment with the new strategic plan;
- **Sporting achievements** including Fitzgibbon Cup Champions for the third time in four years, second consecutive Cup title, first place in Kayak Intervarsity; Intermediate Hurling success and hosting Peace Proms on campus;
- **Rankings**: The recent Times Higher Education (THE) World University Rankings by Subject, based on the same indicators as the overall World University Rankings (WUR), showed a drop in UL's rankings for Business and Economics, Computer Science, Education Studies, Engineering, and Physical Sciences. Performance in other subjects remained unchanged. This decline is primarily attributed to the Research Quality pillar and Reputation Surveys. The largest component of the Research pillar is citation impact, measured by the average Field-Weighted Citation Impact (FWCI). Notable declines were observed in UL's FWCI and Reputation Surveys scores. Since subject ratings use the same performance indicators as the WUR, UL's drop from 401-500 to 501-600 affected its subject rankings. DCU is the only Irish university that did not experience a drop in any subject ranking, aligning with their improvement in the WUR ranking.

- **Office of VPR**: Update including publications; funding awards; PhD Doctoral School; Nexus Innovation Centre companies raising $43.6m; Challenges faced around Research Ireland Centres and SSPC/INSPIRE application for funding;
- **Update from each Faculty, ITD and the Acting Chief Commercial Officer.**

6.2 NOTED The Acting President's Report in the 2023 Financial Statements highlights the positive news of UL's rise in rankings which was accurate at the time of writing. However, the CFPO should also consider addressing the recent drop in rankings to accurately reflect the information now to hand.

## 7. STUDENT RECORD SYSTEM

7.1 AGREED Document entitled "Draft Governing Authority Meeting 28 January 2025 Position Statement Following Detailed Discussion of UL Student Records System" previously circulated. This will be drafted as a resolution and formally issued to the Acting President and Executive Committee.

7.2 NOTED Memorandum from the Interim Provost & Deputy President (PDP) "Incorrect Final Awards", dated 25 February 2025, circulated the day of the meeting.

7.3 NOTED A briefing by the Interim PDP including the following:
- On 13 February 2025 the Office of the PDP was informed of seven students who had been awarded the incorrect award classification. Specifically:
  - On 31 January 2024, 1 Science & Engineering student was awarded a 2.2 degree instead of a 3rd.
  - On 13 June 2024, 6 more Science & Engineering students received incorrect classifications: 4 were awarded a 2.2 instead of a 3rd, and 2 were awarded a 2.1 instead of a 2.2.
  - A preliminary review found two incorrect classifications from AY2017/18.
  The errors were discovered on 11 February by an Academic Registry staff member reviewing materials for the upcoming exam board.
- Root Cause Analysis and the Exam Board process was set out:
  - Decisions about award classifications are made at School/Department Exam Boards are entered into an Exam Board file. Incorrect awards were entered at this stage.
  - Awards are checked at six points but the seven errors were not detected.
  - In December 2024, a decision was made by Academic Council to discontinue the use of discretion at University Exam Boards. Previously, students whose QCA was within 0.10 of an award band could be considered in some cases for a higher award, leading to inconsistencies and increased error possibilities.
  - The main issues identified are the incorrect entry of awards, lack of error detection, compounded by ambiguity in the application of discretion.
- Six recommendations were set out:
  - **Develop School/Department Exam Board Working Guidelines.**
  - **Conduct In-person University Exam Boards**: Each student's awards will be called out, approved, and signed off, with sufficient time for each Faculty to review individual grades.
  - **Sign-off by University Exam Board Secretary**: Until discretion is removed, a check between Exam Board and system-generated awards must be signed off by the Secretary.
  - **Review Academic Registry Exam Board Process**: This will be fully reviewed once the regulation on discretion has washed through the system.

> **Contact Affected Students**: They will be informed about grade appeal options, and the Academic Council notified with a proposal developed for rescinding and replacing awards.
> **Conduct Internal Audit**: An audit will be undertaken for all final award classifications over the past years.

7.4　NOTED Detailed discussion including the following:

- The Interim PDP believes that no additional checkpoints are necessary as long as the current ones are functioning properly. Eliminating discretion will be advantageous moving forward. In addition, previous issues with student records were addressed in isolation. There is now a need for a more comprehensive analysis that covers a broader set of categories;
- It is recommended that the staff in Academic Registry be thanked for bringing up the awards issue. This issue was raised promptly and as a matter of course internally. It was then notified to the relevant stakeholders, including ARC, QQI and the HEA;
- One member expressed concern about the reliability of using VLOOKUP in Excel to compare awards. This concern will be communicated by the Interim PDP to ITD;
- Several members expressed their disappointment with this new issue and emphasised the importance of the Exam Board process taking more responsibility;
- Academics and Exam Boards are responsible for determining the award students receive, and Academic Registry must accurately reflect this in the system. Moving forward, with the elimination of discretion, controls will be tightened to ensure the QCA aligns with the relevant award. If there is a discrepancy, appropriate justification, such as an amendment by external examiner to a grade, will be required;
- The most pressing risk remains the high level of customisation in the system. Efforts to reduce manual intervention through the move to GPA are currently on hold. The upcoming Academic Transformation of UL's Operating Model Project (ATOM) aims to reduce the complexity by transitioning to a more automated, standard system and facilitating the necessary move to the cloud;
- One member expressed their view that this issue has not been adequately communicated through the Faculties in the President's Report or at a Departments/Faculty Board level. Currently, it only appears as a priority for the Director, ITD;
- In response, the Interim PDP has attended three of the four Faculty Boards and will present at the next Academic Council meeting. Communications will be prioritised in the coming weeks to keep driving awareness, and an initial scoping exercise to reduce complexity in the academic operating model will begin;
- Every effort is being made to maintain transparency and provide up-to-date information on this emerging issue, which explains the late submission of the memo to Governing Authority;
- The possible impact this will have on reputation and rankings;
- It may be useful to monitor a log of any changes over time to track improvements;
- The Interim PDP, in collaboration with Academic Registry, is currently revising the risk register.

7.5　NOTED The student record system is a vital part of the University's infrastructure. The Governing Authority fully subscribes to the need to refit programs, systems, templates for course design, and progression. A set of processes must be established, with responsibilities assigned to academics, departments, and faculties along with appropriate systems checks. This may require significant investment, starting with

course design and systems. This is a critical issue and a high priority for the Governing Authority. They expect the Executive Committee to take it seriously and will monitor progress closely. Members will review the roadmap in a future meeting.

## 8. STUDENT RELATED MATTERS

### 8.1 Student Life Report

8.1.1 NOTED Document entitled "Report of UL Student Life for the Governing Authority – Authored by Ronan Cahill and Síofra Foley as of 14/02/2025". The President, Student Life highlighted a range of items in the Report including: New Student Centre; Charities Week including charity partners Milford Hospice, MSF Ireland and Doctors without Borders; Justice for Joe Campaign; Campaigns and Concerns including gambling as a reoccurring trend; Quality Review; Various Initiatives underway; Clubs & Societies; Advice and Advocacy Report; Communication regarding grading system, QCA, repeats and progression; ongoing impact of housing crisis, commuting and financial crisis on students' academic career, experience and wellbeing. The report also referenced the student body's support of justice for Journalism student Joe Drennan who was killed in a hit and run two years ago. The student body wished to note their support for and solidarity with Joe's family, who are urging the DPP to appeal the sentence imposed by the criminal courts on the grounds of undue leniency.

### 8.2 Postgraduate Students' Union Report

8.2.1 NOTED Document entitled "Report from UL Postgraduate Students' Union to Governing Authority, February 24, 2025 – Authored and presented by Lucy Edith Kiiza, President, ULPSU". The President, PSU highlighted a range of items in the Report including: PSU Accessible Door installed; Quality Review; Breakfast Scheme; Bus Service; Postgraduate Month; Upcoming Events; Researchers Survey and EDI Events Planning.

8.3 NOTED The President and Chancellor expressed their gratitude to the Student Life and PSU Officers for their essential contributions, ongoing campaigns and significant initiatives in supporting students. The significance of considering all issues through the student lens was emphasised.

## 9. COMMITTEE REPORTS

### 9.1 AUDIT & RISK COMMITTEE REPORT (ARC)

9.1.1 NOTED Document entitled "Audit and Risk Committee", previously circulated. Mr Pat O'Neill, Chair, ARC briefed the Governing Authority on the matters addressed in the Report including:
- Annual Protected Disclosures Report;
- Consolidated Financial Statements Year Ended 30 September 2023 – recommendation to authorise the President and Chancellor to sign is dealt with under Item 14;
- Letters of Support Subsidiaries 2024;
- Section 64 Review Update;
- Student Records System Updates – Academic Transformation Operation Model (ATOM) and Progression Report;
- Internal Audit Plan 2025-2027 and resourcing of Internal Audit;

- Risk Management Report;
- Annual Child Protection Report 2024;
- Bi-annual GDPR Report;
- Review of Insurance Strategy;
- Contract Signing Policy / Scheme of Delegation;
- HEA Quarterly Report C;
- Non-Audit Services Policy Review.

## 9.2 PEOPLE & CULTURE COMMITTEE (P&CC) COMMITTEE REPORT

9.2.1 NOTED Document entitled "People and Culture Committee, Chair's Report to the Governing Authority, 25 February 2025" and documents relating to the Staff Development and Further Study Policies, previously circulated. Ms Catherine Duffy, Chair, PC&C joined the meeting (MS Teams) for this agenda item.

9.2.2 NOTED The Chair, P&CC, on behalf of the Committee, briefed the Governing Authority on the matters addressed in the Report including:
- Housekeeping matters with the Committee approving the use of approved technology applications to assist with the preparation of minutes for future meetings;
- Staff Talent Development Policy – recommended for approval;
- Further Study Policy – recommended for approval;
- Workplan Key Themes including Culture and Transformation; Talent Management and Workforce Planning; Alignment of Mission and Values; Integrated metrics and Ethical Standards and Behaviours. Further consideration will be given to deconstruct these key themes into actionable items;
- Update from Human Resources including statistics on staff numbers and recruitment, promoting gender diversity, success rates in job evaluations, and challenges in completing Performance Development Reviews (PDRs);
- Upcoming Culture Workshop to define and set target culture and values with a collaborative approach to culture transformation. This will be a joint session with the Governing Authority, Executive Committee and People and Culture Committee in attendance.

9.2.3 NOTED The policies referred to were not circulated with the meeting pack and will be circulated following the meeting.

9.2.4 AGREED Members will be provided with the policy documents referred to below and asked to provide their comments by 3 March 2025 after which they shall be deemed approved:
- Staff Development Policy and;
- Further Study Policy.

## 9.3 FINANCE, STRATEGY & PERFORMANCE COMMITTEE

9.3.1 NOTED Mr Donal Donovan, Chair of the FSPC, informed members about the preliminary discussion the members have had on several vacancies on subsidiary boards. At its next meeting, the FSPC will decide whether to recommend filling these vacancies now or wait until the review of subsidiaries is completed. The FSPC will report back on this issue at the next Governing Authority meeting.

## 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 Professor A in Medical Education (Professional Competencies) on ██████████████████

10.1.2 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint ██ ███████████ as Associate Professor B in Equine Science on ████████████ ███

10.1.3 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint ██ ███████████ as Senior Practitioner ████████████████████

10.1.4 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint ██ ██████████ as Assistant Professor in Electronic & Computer Engineering ███████████ █████████████████

### 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:

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| ████████████ | Senior Administrator Officer 1 – Internal Audit |
| ██████████████ | Quality Officer – Quality Support Unit |
| ████████████ | Athena SWAM/EDI Development Officer |
| ██████████████ | Executive Administrator |
| ██████████ | Data Governance Specialist |
| ████████████ | Senior Laboratory Attendant |
| ████████████ | Executive Administrator |
| ████████████████ | Acting Deputy Head of Counselling |

10.3 NOTED Memorandum from the Director, Human Resources entitled "Notification of appointments", dated 25 February 2025 which set out the appointments approved by Governing Authority online since the last meeting in January 2025.

10.4 NOTED Research funded contract appointments for February 2025 as circulated.

## 11. RISK

11.1 NOTED The Corporate Secretary had no update to report on risk. Ms Ann Marie Kennedy suggested that given the prior discussion on the Student Records system that this risk (and its rating) may benefit from review, and the Interim Provost & Deputy President confirmed that this will be considered.

## 12. HUMAN RESOURCES

12.1 NOTED Presentation entitled "UL Recruitment – Update to Governing Authority, Mr Bobby O'Connor, Director, Human Resources", previously circulated. Mr O'Connor, Director, Human Resources, Ms Aoife Duke, Head, HR Central Services and Professor Finbarr Murphy, Dean, Kemmy Business School, joined the meeting for this item.

12.2 NOTED A presentation by the Director, HR, and Dean KBS included the following:
- International Recruitment Trends including impact of Brexit/UK Economy; Financial Challenges including cuts to research funding; International Staff; and USA Opportunities. The cost of living and availability of accommodation are major factors for anyone relocating. The impact of current geopolitical changes, including on EDI, remains unknown;
- UL Recruitment Services and its team of 12 staff provide various services, including guidance, KPIs for the recruitment process, recruitment platform access, executive search facilities, visa work authorization services, progressions, promotions, Personal Chairs and Retentions, workforce planning and job sizing, training, information sessions, HR clinics, and dashboard insights;
- Statistics for 2024, including gender breakdowns, were provided: 475 jobs were advertised, 5,453 applications were received, 1,509 interviews were conducted and 456 job offers were made;
- Key application sources were identified, with the highest number of job offers coming from the UL Vacancies Page, followed by Employee Referrals. This underscores the importance of a strong UL brand and effective networking;
- The KPI for receipt to interview in 2024 showed that 80% were completed under a 50-day period;
- The average number of applicants per role is 9.5. However, some positions, such as Head of Department or niche specialist academic roles, may have only one applicant. In such cases, HR must provide final sign-off to proceed with a single candidate competition;
- UL Recruitment's strengths were highlighted, including brand recognition, location, application numbers, fill rates, benefits offered, and networking. Challenges identified were brand recognition, accommodation, cost of living, budget/headcount/contract types, workforce planning, and technology;
- Opportunities identified include the Renewal Plan, investing in branding, attracting and sourcing talent, aligning strategic and operational goals, focusing on meaningful metrics such as quality measurement and enhancing agility;
- The Strategic Recruitment Working Group (SRWG), chaired by Professor Murphy, is dedicated to enhancing academic recruitment, including job descriptions, advertisements, candidate engagement and career development plans. The goal is to hire the best possible candidates for academic roles. While the terms of reference are still being finalised, the Group has already begun its work. There is an issue with the variability of academic job profiles and is a need to emphasise the importance of developing research and career trajectories.

12.3 NOTED Detailed discussion and key messages including the following:
- There should be clear communication and signalling that academic appointments are a significant investment, are highly valued and should be strategically aligned with UL's objectives and are focused on both teaching and research. Recruiting quality academics is the University's top priority;
- Departments that are underperforming should not automatically replace staff. Instead, they must provide proof that the position is being utilised effectively and will contribute to UL's commitment to enhance its research standing;
- Given the substantial investment involved, Deans chairing interview boards must be the norm. If the Dean is unavailable, the Chair should be at Personal Chair level. Implementing this change of emphasis and cultural realignment by faculty leaders is urgent;

- While HR is responsible for facilitating the administrative process in a compliant manner academic recruitment must be academic-led. Public sector recruitment is heavily regulated and audited annually making recruitment challenging, with limited flexibility in areas like starting pay;
- Generally acknowledged that the current operating model and achieving a 50-day turnaround time in recruitment, is quite impressive for a public service body;
- Data such as that included in the dashboard, is highly valuable and should be further developed to enhance recruitment decisions. HR are working with the Research Office on measuring and tracking research outputs;
- It is important to consider capital infrastructure, as there is evidence that roles are being declined due to prohibitively expensive accommodation;
- The SRWG is introducing new job descriptions, advertisement templates and supporting literature for Executive Committee's consideration. A revised template for a recent Associate Professor role successfully attracted 88 high-quality applications globally. This appointment should be used as an exemplar, and the potential for replicating this successful process and targeting the best candidates fully explored and documented;
- There must be a shift in focus from the quality of the local environment to the quality of the research offerings to bolster UL's research capacity;
- If there is a small pool of applicants, re-advertising is considered. However, it is acknowledged that some niche areas may inherently attract fewer applications;
- Faculty networking is a highly effective recruitment method. Maintaining excellence as the standard and ensuring excitement at each appointment are crucial;
- All candidates should present a research paper, and recruitment should not focus solely on teaching capabilities. They should feel confident achieving their full academic and research potential at UL;
- The practice of inviting departments to attend in-person seminars for potential new hires which has ceased since Covid should be re-introduced;
- Interest in jobs arising as a result of Brexit and from the USA should be leveraged;
- Succession planning, hiring, and retaining high-quality academics are crucial for strategic recruitment. A five-year outlook on retirements should be carefully planned well in advance;
- Leadership training and mentorship are well advanced. However, despite recent progress in talent development, more efforts are needed to further enhance career and talent development initiatives;
- WAM will identify areas of expertise and opportunities and determine where resource allocation is needed.  Deans must set and enforce the hiring standards within their faculties. Attention is also required for gender composition in certain disciplines;
- The trend of early career academics applying for the Head of Department role to advance their careers, whereas it appears at least in some instances that full Professors tend to avoid taking on this responsibility. If this is a trend in UL it needs to be swiftly reversed. Senior leadership at Head of Department level is crucial to the University's success. This requirement to assume a leadership role is a term and condition of appointment, the obligation is contractual in nature, and it should be deployed where necessary. Every Head of Department should be a senior academic. Faculty Deans must lead the effort to operationalise this change;
- The right balance across early career, mid-career and senior hires must be clearly understood and the information readily accessible;

- As a counterpoint to the foregoing, it is important to recognise that there are a small number of academics who may excel in research and teaching but may not be suited to a leadership role. In such rare instances, a pragmatic approach is called for. It is suggested for example that the term for a Head of Department be set at three years, with a possible renewal for an additional two years, rather than a five-year term;
- Vigilance is needed to avoid excessive 'internal' hires, where individuals who studied and researched at UL proceed directly to faculty positions. New thinking requires a critical mass of external hires. Concerns have been raised about the extent of positions that are filled internally, which is not ideal.
- The composition of interview boards must include members from the "pillar" universities and universities abroad. If necessary from time to time this can be achieved through the use of technology;
- UL should develop an index to measure the performance of the last 50 or 100 recruiters, setting targets and tracking progress over several years to evaluate the effectiveness of recruitment strategies and make necessary adjustments;
- Turnover at the University is notably lower compared to international standards, with core faculty members rarely changing;
- Clear expectations around research output must be set from the very outset and must continue post-appointment;
- HR are working on integrating AI to enhance the recruitment process.

12.4 NOTED The D,HR should provide a breakdown of academic staff, research staff and professional staff, including gender breakdown. Information regarding academic appointments should also indicate whether the appointment is internal or external.

12.5 NOTED The Chancellor thanked everyone for the productive discussion and emphasised the importance of ambition, excitement, and due diligence in hiring quality academics. She also stressed the need for current faculty to leverage their contacts to attract the best talent. The Corporate Secretary will follow up on this item and prepare a draft resolution of key messages from the Governing Authority to the Executive Committee. This will be agreed at the next meeting.

## 13. S.64 REVIEW RECOVERY PLAN & IMPLEMENTATION

13.1 NOTED Update by the President with regard to the HEA visit to UL on 5 February 2025 as set out in the Acting President's Report to the Governing Authority. The University planned to release the Renewal Plan and digital tracker following the visit, however, the HEA requires these documents to be presented to their Board on 25 March 2025 prior to publication. The campus community will be informed once approval is granted, and a renewal hub will be created to centralise all related documentation. A Renewal Programme Management Office (RPMO) and support team are currently being established, and a series of workshops and training sessions identifying target culture are underway. Additionally, the Fundamental Risk Register will align with the Renewal Plan, and once recommendations are confirmed, they will be integrated into the controls.

13.2 NOTED The Chancellor expressed gratitude to everyone involved, especially Professor Kilcommins and the Executive Committee members, for their work with DFHERIS and the HEA over the last year and acknowledged their achievements.

13.3 NOTED Members, in turn, thanked the Chancellor for all her efforts in steering the University to a safe port.

## 14. UL CONSOLIDATED FINANCIAL STATEMENTS YEAR ENDED 30 SEPTEMBER 2023

14.1 NOTED Documentation including the "Draft Consolidated Financial Statements dated 21.2.2025"; "PwC Report to the Audit & Risk Committee, dated 13 February 2025", ███████████████████████████████████████ ████████████████████████████ "PwC Letter of Representation Letter", and "Draft Financial Statements presentation to GA Audit & Risk Committee Financial year ended 30th September 2023", all previously circulated.

14.2 NOTED Mr Pat O'Neill, Chair, ARC and Mr John Field, CFPO presented the Consolidated Financial Statements for the Year Ended 30 September 2023. ████████ ███████████████████████████████████████ ███████████████████████████████████████ ███████████████████████████████████████ ███████████████████████████████████████ ████████████ On that basis, the Audit & Risk Committee recommended the financial statements for approval to the Governing Authority.

14.3 NOTED PwC proposed a qualified audit opinion based on a limitation of scope in respect of the "Related Parties" note to be included in the financial statements. The wording of the qualification has been agreed with the University.

14.4 AGREED To accept the recommendation of the Audit & Risk Committee and authorise the President and Chancellor to sign the University of Limerick Consolidated Financial Statements for Year Ended 30 September 2023.

14.5 NOTED As previously advised to members, it is planned to hold an on-line meeting on 26 March 2025 to consider the University of Limerick Consolidated Financial Statements for Year Ended 30 September 2024.

14.6 NOTED The CFPO has clarified that the statements will be forwarded to the US Federal Aid Loan Programme and the EIB after final sign-off by PwC. It is anticipated that the C&AG will sign the financial statements for the past two years in the coming months. PCC will also have this qualified audit opinion on their financial statements for the year ended 30 September 2023.

14.7 NOTED In response to a member's query, the CFPO informed the meeting that there is no update from An Bord Pleanála. PwC confirmed that no disclosure is necessary in the financial statements regarding this matter. The University will comply with any requirements set forth to ensure the Rhebogue accommodation is compliant. Additionally, the Finance Division is satisfied that there is no underlying impairment concerning Cappavilla.

14.8 NOTED The Chancellor and the President expressed their gratitude to the Audit & Risk Committee and the Finance Division for their extensive efforts in preparing the financial statements for approval. They also recognised the contributions of PwC, Deloitte, and Mason Hayes & Curran.
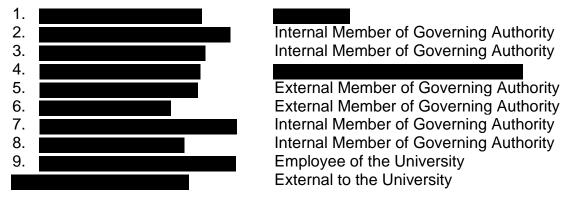
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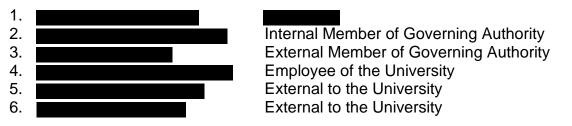
## 15. PRESIDENT – SEARCH BOARD AND SELECTION BOARD

15.1 NOTED Memorandum from the Chancellor entitled "Governing Authority Search & Selection Committee", dated 17 February 2025, previously circulated.

15.2 NOTED The Chancellor having considered the Statute No. 1 (Selection and Appointment of the Chief Officer) and the Regulations made pursuant thereto (Regulations for the Appointment of the Chief Officer) observed the following:
- The Search and Selection Boards include Governing Authority members;
- Both boards should include a nominee of Academic Council commensurate with its legal responsibility as the body controlling academic affairs;
- Both boards should have members who are neither members of staff or of the Governing Authority;
- There should be some overlap between members on both boards;
- The University would benefit from professional assistance in the selection process consistent with the recruitment practices of the Irish universities.

15.3 NOTED The Chancellor outlined the expenses for an executive search firm, previously set at €55k plus 20%, along with an additional fee if one of the proposed external candidates is approved by the Governing Authority to serve on both boards.

15.4 NOTED Detailed discussion including the following:
- The Student Life Officers strongly believe that students should have representation on both the search and selection boards and had understood this would happen based on the December 2024 meeting;
- In response, the Chancellor informed members that it is not customary to include student representation on the Selection Board and given the current climate, it may be prudent to adhere to standard sectoral practices. Additionally, the Governing Authority, which includes three student representatives, will be the final arbitrator on this appointment;
- There will be plenty of opportunities for students and other campus community members to interact with potential candidates. They will be able to provide moderated and structured feedback, which will be considered by the boards;
- It was suggested that, in light of recent issues, there should be additional representation from individuals with backgrounds in governance and finance, as well as from industry;
- It was suggested that there might be potential for establishing an advisory committee;
- There was a discussion about having alternate individuals available in case any member becomes indisposed;
- It might be beneficial to collaborate with other institutions that have experience with the challenges of cultural change.

15.5 NOTED The President of Student Life wishes to formally express the union's disappointment that there will not be student representation on the Selection Board.

15.6 AGREED The following:
- There will be both a Student Life and PSU representative on the Search Board
- The tender process to identify executive search consultants will commence;
- The Chancellor will consider adding a representative with a governance/finance background, as well as one from industry;
- Further discussion will take place at the next meeting regarding the addition of representatives, and members of the committee to choose search consultants;
- The Academic Council is responsible for appointing their nominee(s) to the two boards.

15.7 AGREED The following is the current membership of the Search Board:

| | |
|---|---|
| 1. ████████████████ | ████████ |
| 2. ██████████████████ | Internal Member of Governing Authority |
| 3. ███████████████ | Internal Member of Governing Authority |
| 4. ██████████████ | ████████████████████████ |
| 5. ██████████████ | External Member of Governing Authority |
| 6. ██████████ | External Member of Governing Authority |
| 7. ████████████████ | Internal Member of Governing Authority |
| 8. █████████████ | Internal Member of Governing Authority |
| 9. ███████████████ | Employee of the University |
| █████████████ | External to the University |

15.8 AGREED The following is the current membership of the Selection Board:

| | |
|---|---|
| 1. ██████████████ | ████████ |
| 2. ██████████████████ | Internal Member of Governing Authority |
| 3. ███████████ | External Member of Governing Authority |
| 4. ████████████████ | Employee of the University |
| 5. ██████████████ | External to the University |
| 6. █████████████ | External to the University |

## 16. SERVICE LEVEL AGREEMENT (SLA): SECRETARIAT SERVICES FOR GOVERNING AUTHORITY AND COMMITTEES

16.1 NOTED Document from the Corporate Secretary entitled "Service Level Agreement – Secretariat, between: Governing Authority, Committees of the Governing Authority and the Corporate Secretary's Office, dated 25 February 2025".

16.2 NOTED A briefing from the Corporate Secretary on the SLA which outlines obligations, standards, responsibilities and expectations of the Secretariat in supporting the Governing Authority and its committees in order to perform their respective functions.

16.3 AGREED To approve the SLA subject to the following amendments:
- The formal arrangements for the Chancellor and the Chairs of the Committees to meet at least bi-annually rather than quarterly;
- All requests from members for documentation outside of meetings will be notified to the Chancellor (or Committee Chair if a Committee meeting) and considered at the next meeting. A decision will be made at that meeting about the provision of documentation which will be shared with all members.

16.4 NOTED Members welcomed the introduction of the SLA and expressed their appreciation for the consistently high level of service provided by the Corporate Secretary's Office.

## 17. UNIVERSITY OF LIMERICK GOVERNING AUTHORITY REGULATIONS AND PROCESS

17.1 NOTED Memorandum from the Corporate Secretary entitled "Amendment of University of Limerick (Selection, Election, Nomination and Appointment of Governing Authority Members) Regulations 2023, and "University of Limerick Governing Authority, Regulations and Process February 2025" clean and tracked changes versions.

17.2 NOTED A briefing by the Corporate Secretary on the proposed revised Regulations which addressing several issues set out in the memorandum: (1) ███████████ ████████████████████████████████████████████████████████████ ██████ (2) Deloitte "Section 64" Recommendation to merge the Nominating and Select Committees; (3) Incidental Amendments and (4) Amendment to Process.

17.3 NOTED Following discussion proposed amendments tabled by ███████████████ were withdrawn.

17.4 NOTED View expressed that in the interest of independence and oversight that the President should not be a member of the Nominating Committee. The Corporate Secretary outlined that in an analogous situation it would be usual for a CEO to sit on a board nominating committee, albeit not as Chair. However, some members felt strongly that in the interests of independence and separation of functions, the President should not be a member.

17.5 AGREED To amend the regulations so that the President is not a member of the Nominating and Governance Committee. It was also agreed that the provision made in the original Regulations for the appointment of an independent Chair of the Select Committee (fully external), should be removed.

17.6 AGREED Subject to the amendments set out in 17.4 to approve the revised Regulations and Process for submission to DFHERIS in the first instance, and if approved to forward to the Minister, DFHERIS for approval.

## 18. NOMINATING AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

18.1 NOTED The Terms of Reference for the proposed new Nominating and Governance Committee are currently being prepared. However, as they have not yet been discussed with the Chair of the Nominating Committee, this item is deferred to the next meeting.

## 19. DRAFT GOVERNING AUTHORITY WORKPLAN

19.1 NOTED Document from the Corporate Secretary entitled "Draft Governing Authority Workplan", previously circulated. The Corporate Secretary informed members that this is the first draft of the workplan, which looks one year ahead. It will be provided to members at every meeting for their information, addition, or amendment. The workplan will evolve as the Governing Authority's priorities change and will be updated

periodically by the Corporate Secretary in accordance with the Governing Authority's directions.

19.2 AGREED To approve the Governing Authority Workplan as presented.

19.3 AGREED The following:
- There should be a comprehensive 'freewheeling' discussion on several strategic items to aid in the development of the strategic plan. These issues might include financial and scenario analysis with variations in student numbers, reserves, lessons learned over the last two years, technological universities, insufficient maturity in structures, optimal size for UL, demographic trends, and the cost of a new student record system;
- The Director, Strategic Planning should be in attendance for this discussion;
- The Corporate Secretary will invite members to submit a short list of topics to aid an initial discussion on the Strategic Plan, as well as those for deep dives, to be considered further at the meeting on 1 April;
- That the CFPO will present scenario analysis at the May meeting of the Governing Authority.

19.4 NOTED The Chancellor has invited Mr Fergal O'Rourke, IDA to present to the Governing Authority in the Autumn.

## 20. PROVISIONAL CAO STATISTICS 2025

20.1 NOTED Memorandum from the Undergraduate Admissions and Enrolment Manager, entitled "Provisional UL Undergraduate CAO Applications and First Preferences February 2025", previously circulated.

20.2 NOTED The Interim PDP provided an update on UL's performance using preliminary data from February, as outlined in the Report. While the data concerning the CAO and the sector is confidential and cannot be disclosed, it was highlighted that UL's first preferences have reached record-high levels. Additionally, market share data will not be available until April.

20.3 NOTED Discussion including performance across the various faculties, changing demographics, and the impact of technological universities. Concerns about the impact of issues related to S.64 do not seem to have affected preference choices.

## 21. REVISED SCHEDULE OF GOVERING AUTHORITY DATES

21.1 NOTED Memorandum from the Corporate Secretary entitled "Schedule of Governing Authority Meetings 2025 & 2026", previously circulated.

21.2 AGREED To approve the following dates for 2025:

Wednesday 26 March
Tuesday 1 April
Tuesday 29 April
Tuesday 27 May
Thursday 26 June
Tuesday 30 September
Thursday 30 October

Tuesday 25 November
Tuesday 16 December

21.3 NOTED The Corporate Secretary's Office will look at the proposed dates again for 2026, adjusting them as requested by members to the third Tuesday of each relevant month. The revised dates will be circulated at the April 2025 meeting for consideration and approval.

## 22. HREDI STRATEGY ANNUAL REPORT

22.1 NOTED Document entitled "University of Limerick Equality, Diversity and Inclusion Annual Report 2024", previously circulated. Due to time constraints the presentation from the Director, Human Rights and EDI will be deferred to the next meeting.

## 23. GOVERNING AUTHORITY EXPENDITURE

23.1 NOTED Memorandum from the Corporate Secretary entitled "Governing Authority Expenditure Report Update for Information/Noting", dated 17 February 2025, previously circulated. In an ongoing commitment to transparency and accountability regarding costs within the Corporate Secretary cost-centre related to the running of the Governing Authority and its committees, the Corporate Secretary will provide quarterly updates. The main areas of expenditure have been categorised and detailed in the memorandum.

23.2 NOTED Members were reminded to submit their expenses promptly, as any claims over three months old will not be reimbursed in accordance with the relevant Policy.

## 24. ANY OTHER BUSINESS

### 24.1 Culture Workshop

24.1.1 NOTED Members of the Executive Committee and People & Culture Committee will join the Governing Authority at the workshop on the North Campus, facilitated by Ms Laura Magahy, from Forvis Mazars.

### 24.2 Next Meeting

24.2.1 NOTED The next meeting of the Governing Authority will be held exclusively on MS Teams on 26 March 2025. The agenda will include the University of Limerick Consolidated Financial Statements and the Annual Governance Statement for the year ended 30 September 2024.

**Correspondence of Note**

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