MINUTES

Board/Committee	:	Governing Authority
Meeting	:	Meeting M25-5
Venue	:	Boardroom, GLISB
Date	:	29 April 2025
Attendance	:	June Arnold (MST); Ronan Cahill; Donal Donovan; Catherine Duffy; Síofra Foley; Kevin Fleming (Chair); Ann Marie Kennedy; Lucy Edith Kiiza; Shane Kilcommins; Ann Ledwith; Edmond Magner; Anne O'Connor; Sinéad O'Flanagan; Mark Southern; Bob Strunz
Apologies	:	Brigid Laffan; Aibhlín McCrann;
In Attendance	:	Grainne Frain; Ciara Hogan; John Field; John Kelly; Pat O'Neill.

1. GENERAL

1.1 Chair

1.1.1 NOTED In the Chancellor's absence, Mr Kevin Fleming, Deputy Chair of the Governing Authority, chaired the meeting.

1.2 Welcome

1.2.1 NOTED The Chair welcomed Ms Catherine Duffy to her first meeting of the Governing Authority, highlighting her strong commercial background and leadership as Chair of the People & Culture Committee. Ms Duffy is filling the casual vacancy occasioned by the resignation of Mr Liam Carroll and her term of office is until 30 November 2025. The Chair expressed anticipation for the valuable contributions her skills and experience will bring to the Governing Authority.

1.3 Condolences

1.3.1 NOTED Members observed one minute's silence in remembrance of Professor Noel O'Dowd, Chair of Mechanical Engineering and a valued current member of staff, who sadly passed away recently. The Chancellor will send a letter of condolence to his family on behalf of the Governing Authority.

1.4 Congratulations

1.4.1 NOTED On behalf of members, the Chancellor will extend congratulations to Mr Liam Carroll, former member of the Governing Authority and his wife on the recent birth of their daughter.

2. CONFLICTS OF INTEREST

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

3. MINUTES AND MATTERS ARISING

3.1 AGREED Minutes of M25-4 of 1 April 2025 with amendments proposed by Dr Bob Strunz and Dr Donal Donovan.

3.2 NOTED Members will have the opportunity at the private session at the next meeting to raise and to discuss any concerns regarding the effective functioning of the Governing Authority and/or of its committees. As previously outlined, any issues or concerns can be raised directly with the Chancellor.

3.3 NOTED Redacted minutes of the previous Governing Authority meeting, reviewed by the Corporate Secretary and in-house legal team, will be circulated going forward with the meeting papers. Redactions will be "red-lined" for members' information prior to publication on the University website.

3.4 NOTED In respect of the minutes (1 April 2025) the Interim PDP clarified that Clarion's performance as a service provider has not been evaluated, as this responsibility lies with the SITS Steering Committee. While Clarion attends Steering Committee meetings to provide project updates, they leave prior to any discussions related to any future procurement of services for the ATOM project.

4. GOVERNING AUTHORITY ACTION ITEMS

4.1 NOTED Document entitled "Sixth Governing Authority Action Items to 29 April 2025 Meeting", previously circulated.

4.2 NOTED Document from the Dean, KBS entitled "Reflections on Economics' Assistant Professor Interview Process", in response to a query from the Governing Authority to provide an analysis of a recent recruitment process in the Department of Economics.

4.2.1 NOTED A view was expressed that further analysis of the findings in the academic recruitment reflections document is required, along with more in-depth discussion by the Governing Authority on recruitment processes. One member raised concern about the level of investment in academic appointments being based solely on a closed 10-minute presentation and a 50-minute interview.

4.2.2 NOTED The Executive Committee will be discussing academic recruitment at its meeting in two weeks' time, with a focus on identifying improvements and key learnings. Outcomes from this discussion will be shared with both the People & Culture Committee and the Governing Authority.

4.3 NOTED A copy of email issued to students with regard to Raceday demonstrating active collaboration between PDP, PSU and SL to address campus behaviour.

4.4 Subsidiary Chairs

4.4.1 NOTED The CFPO and Corporate Secretary informed members that they had received advice that, consistent with the subsidiaries' code of governance, individuals may serve no more than two consecutive terms of office, each being of three years duration. This limitation is a governance requirement rather than a regulatory requirement but the University is under an obligation to comply with best practice in governance. Under the

Universities Act, 1997, members of the Governing Authority may serve two consecutive terms, each not exceeding four years duration. Arising from the subsidiary report undertaken as part of the S.64 review, a full restructure of subsidiaries will be taking place, including of their boards. It is planned that this will be completed by the end of 2025. Meanwhile, the terms of office of the Chairs of the University Concert Hall and the Chair of PCC are due to expire on 31 May 2025. One proposed solution, given that restructuring is imminent would be to extend the current terms slightly, using the "comply or explain" principle within the subsidiaries code of governance.. This would require the documenting of a clear and rationale for the short extension. This will be further discussed at the next meeting of the Finance, Performance and Strategy Committee.

5. ACTING PRESIDENT'S REPORT

5.1 NOTED Document entitled "Acting President's Report to Governing Authority, 29 April 2025, previously circulated. A briefing by the Acting President included the following:

- Heightened focus on strategic goal areas in the Report;
- **S64 and related matters** - the Acting President outlined the costs (inclusive of VAT) incurred from October 2024 to the present, covering the finalisation of financial statements, [redacted] Section 64, employment law advice, and ancillary pay costs. While PwC costs have been incurred, they have yet to be finalised. Additionally, projected professional service fees and other anticipated costs were presented, including staffing costs for the Renewal Plan Transformation Office. A consolidated final table was also provided, summarising both actual and estimated costs across the 2024 to 2026 financial years.
- **Plan for Renewal: Restoring Trust, Confidence and Pride** was endorsed by the HEA on 5 February 2025 and subsequently published on the UL Renewal Hub with HEA approval. It includes a comprehensive change management programme that addresses the recommendations from several key reports, including the HEA Section 64 Review conducted by Deloitte, the Strategic Governance Committee Report and the Forvis Mazars Culture Review.
- In two staff meetings held in April 2025, the Acting President delivered a comprehensive overview of the Renewal Plan's recommendations and associated change management process, which will be overseen by the Renewal Plan Transformation Office. Updates were also shared on the development of a framework for UL's organisational culture and the next steps for ATOM project. Both meetings were well attended, with strong engagement with the Plan and the approach as set out.
- **Strategic Customer Relationship Management** - this initiative is set to deliver significant benefits to UL, including the integration of student lifecycle management into a single platform, the streamlining of administrative processes, and the enhancement of the overall student experience. It was flagged that if implemented it will involve a substantial investment by the University. A software platform and implementation partner have been selected and the project will require [redacted] in funding over a three-year period. Following approval by the Digital Governance Steering Committee, the proposal will be submitted to the Executive Committee for final approval in May 2025.

- **Provost & Deputy President Report** - positive initiatives from the ten support divisions/offices/units in April 2025 including an Artificial Intelligence Taskforce, UL Student Charter; new Director of Academic Registry, Student Feedback Mechanisms, Quality Reviews; Library schemes; Creative Writing Festival; EHS increase in first preferences; Research partnerships with the Department of Agriculture, Food and Marine; broadening research programmes with lead in autonomous surface project; and research with impact with UL principal investigator.
- Acting Chief Commercial Officer updates including space audits and Human Resources Report setting out supports and mentoring.
- UL top ten news stories including Transferable Skills Unit, Curious Conversation with Pat Cox and various awards including research.

5.2 NOTED Detailed discussion with regard to the costs set out including the following:

- The Acting President emphasised the importance of Governing Authority being updated on all costs, noting that as a public body, we must operate within the existing framework and that prior to the S.64, UL's legal costs had been falling;
- The high legal costs are particularly concerning, although the services are in accordance with the sector's Legal Services Framework. Costs are being driven primarily by Governing Authority run processes which are underway;
- Some members expressed concern at the increased professional services costs incurred, as a consequence of Rhebogue, including S.64 implementation (together with supporting reviews). These are in addition to the impairment from Rhebogue. Care needs to be taken to manage these costs in the implementation phase of the review;
- The broader question of value for money regarding professional fees was raised;
- Additionally, there was discussion on the lessons the University sector could learn from the S.64 process, including whether anything could have been done differently, without minimising the review process, particularly in relation to legal costs;
- Some of the work such as the Deloitte Report and additional efforts on the financial statements, was unavoidable. Many of the recommendations will be beneficial to UL moving forward, can be leveraged positively, and if executed properly, will establish a gold standard;
- The importance of managing communication with all stakeholders, such as the HEA, DFHERIS, and PAC was emphasised. Additionally, distinguishing recurring costs from others and considering VFM with non-mandatory costs were highlighted;
- It was suggested that there may have been potential for redeployment and reprioritisation to the Transformation Office to help reduce costs. A concern was raised that the provision made for validation costs appear excessive. In response, it was noted that external validation is a specific requirement set by the HEA, along with the provision of an independent quarterly report, as outlined in the Renewal Plan. This validation service has not yet been tendered and will require a professional provider to ensure adequate assurance to the HEA. The four roles within the Transformation Office have been advertised internally and will be filled by existing staff. It is not yet known whether their positions will be backfilled;
- The importance of clearly defining the scope of the HEA's expectations regarding validation was emphasised.

5.3 NOTED Members welcomed the good news stories and congratulated all those involved in the Curious Conversations evening hosted by the Chancellor.

5.4 NOTED Members will be provided with an opportunity to tour the new Student Centre prior to the May meeting of the Governing Authority.

5.5 AGREED Through the Chancellor, to request an interim update from the Governing Authority sub-committee, without prejudicing any processes which are ongoing.

5.6 AGREED That the Governing Authority, notwithstanding that the source of the expenditure was clearly outlined, expressed strong concerns over the high level of legal costs, and that these concerns be recorded.

6. STUDENT RECORD SYSTEM

6.1 NOTED Memorandum from the Interim PDP entitled "ATOM project: consulting services", dated 15 April 2025, and document from the Interim PDP entitled "Governing Authority Update – 16 April 2025 – Progress since last update", previously circulated. The Interim PDP briefed members on both documents.

6.2 NOTED Discussion including the following:

- A multi-layered benchmarking process will be undertaken at both national and international level. This will include a high-level review of UL's academic model, programme management, development, student progression, repeat policies, and academic regulations. The aim is to identify best practices before evaluating any system or administrative costs per student. UL is currently an outlier in requiring students to register twice annually, and the existing model is overly complex. There is a clear need for simplification, continuous improvement, and system stability;
- Some members raised concerns about the revised timeline for the scoping exercise, which has shifted from the end of September to the end of November. This delay affects a project already designated as a high priority by the Governing Authority;
- It was suggested that MIC be included in the benchmarking process, given their successful transition from SITS to a new system. Their experience could provide valuable insights, particularly regarding any challenges encountered;
- The Interim PDP reassured members that the Associate Deans of Academic Affairs are prioritising the project. While acknowledging the concerns, it was noted that the extended timeline may ultimately lead to a more thorough and effective scoping exercise;
- Academic Registry is currently developing a contingency plan in case UL is unable to transition to the cloud-based SITS system by 2027.

7. STUDENT RELATED MATTERS

7.1 Student Life Report

7.1.1 NOTED Document entitled "Report of UL Student Life for the Governing Authority – Authored by Ronan Cahill and Síofra Foley as of 16/04/2025". The President, Student Life and Deputy President, Welfare Officer highlighted a range of items in the Report including: Student Forum with a presentation from the Interim PDP on ATOM; Engagement with the Limerick Student's Forum and meeting involving the Mayor's

Office and other student representatives; Student Welfare initiatives including the Race Day campaign, which received positive feedback from local residents; the Lidl bus service; Reports from the VP Academic Officer and VP Communities Officer; Information & Services/Operations including key statistics; Clubs & Societies update including events, training and notable news stories. Additional highlights include the commuter hub, exam breakfast initiatives, the Club & Society Annual Ball, and trips organised for international students across Ireland. All of these are recognised as valuable supports for the student community.

7.1.2 NOTED Members expressed support for the new initiatives focused on gambling awareness, acknowledging it as a growing concern that can be difficult to address, especially for individuals who may not recognise they have a problem. Student Officers are actively collaborating with the PDP Office to tackle this issue.

7.2 Postgraduate Students' Union Report

7.2.1 NOTED Document entitled "Report from UL Postgraduate Students' Union to Governing Authority, 29 April, 2025 – authored and presented by Lucy Edith Kiiza, President, ULPSU". The President, PSU highlighted a range of items in the Report including: a meeting with the Mayor; Student Accommodation and Related Challenges; Security and Safety; Collaboration Opportunities with UL Students and Limerick City and County Council; Potential Job Opportunities for Students and Recent Graduates; Events; PhD Officers Updates on events and PhD Officer activities including the GPS Open Day, meeting with Library, the Arts & Culture Strategy, and Doctoral College Report. Progress updates were provided on the PSU Breakfast Scheme and Meal Vouchers. Future agenda items include the upcoming PSU elections (results will be announced on 2 May 2025); National Voters Registration Day in UL, and details on upcoming events.

7.2.2 NOTED The Acting President acknowledged the University's best ever turnout for the Saint Patrick's Day Parade. He emphasized the significance of this achievement to the City, highlighting the vibrant diversity and energy brought by over 300 participants.

8. COMMITTEE REPORTS

8.1 AUDIT & RISK COMMITTEE (ARC)

8.1.1 NOTED Document entitled "Audit & Risk Committee, Chair's Report to the Governing Authority, 23 April 2025" and accompanying appendices, previously circulated.

8.1.2 NOTED The Chair, ARC, on behalf of the Committee, briefed the Governing Authority on the matters addressed in the Report including:

- UL Records Management Policy – recommendation to Governing Authority and dealt with under Item 14 below;
- Non-Audit Services Policy – recommendation to Governing Authority and dealt with under Item 15 below;
- Section 64 Review Update;
- Student Records Update – ATOM Project, Exam Board & Award Process Update, HEA Query and UL Response re Awards;
- Internal Audit Update;
- Risk Management Update;

- Fraud Response Panel Case A Update;
- Annual Compliance Report (dealt with under Item 19 below);
- Plassey Centre Campus Briefing;
- External Audit – Tender Update, PwC Fees and C&AG Sign-Off.

8.1.3 NOTED An update from the Chair, ARC regarding the C&AG signing off on the 2023 Financial Statements with their audit opinion. The opinion included observations [redacted]

8.1.4 NOTED The ARC acknowledged the commendable efforts of both the Risk Management Officer and the Information & Compliance Officer. However, it raised concerns that these are demanding, currently single-person roles which are vital to the University's governance. The ARC noted the risks of over-reliance on these individuals and emphasised that this issue merits attention and additional resourcing. The ARC recommended that this concern be formally communicated to senior management.

8.1.5 NOTED In response to a query regarding the risk rating of the student record system, the ARC agreed to revisit this matter at its next meeting, including elevating the current risk rating. While members were supportive of the approach to first determine the most appropriate academic model before identifying solutions, they also noted that the scoping phase of the ATOM project appeared to be protracted. The Interim PDP informed members that, based on recommendations from the Internal Auditor, the Academic Council has approved a strengthened exam board process.

8.1.6 AGREED [redacted]

8.2 PEOPLE & CULTURE COMMITTEE (P&CC)

8.2.1 NOTED Document entitled “People & Culture Committee, Chair’s Report to the Governing Authority, 29 April 2025”, previously circulated.

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

- Culture and Transformation – “Consolidated Outputs” recommended for approval and dealt with under Item 9 below;
- People and Culture Workplan – recommendation to Governing Authority;
- HR Update;
- HREDI Strategy Annual Report.

8.2.3 AGREED To approve People & Culture Committee Workplan as presented.

9. PEOPLE & CULTURE

9.1 NOTED Document entitled "University of Limerick Stakeholder Engagement and Next Steps", from Forvis Mazars dated 11 April 2025. Mr Bobby O'Connor, Director, Human Resources joined the meeting.

9.2 NOTED The Acting President provided the background to the co-creation of UL's target culture, including the consultation undertaken so far to define and embed UL's Target Culture (UL's Vision, Mission, Values and Behaviours). To date, the engagement process has involved the Governing Authority, Executive Committee and P&CC, in line with Mazars Forvis' guidance that an organisational culture should be set from the top. The next steps, informed from the various workshops, include: Town Halls, World Café with 80 staff members, drop-in sessions, a University-wide survey and a follow-up session with the group of 80 to review consultation outputs. These activities will culminate in a final report detailing UL's Target Culture, Framework and Roadmap, including "Living the Culture Plan", which will be presented to the Executive Committee, P&CC and Governing Authority in June 2025. The importance of maintaining momentum in this process was emphasised to ensure the culture and behaviours are embedded in a meaningful and practical way.

9.3 NOTED Discussion including the following:

- The need to embed accountability for behaviours and actions, ensuring that values are demonstrated in ways that are meaningful and appropriate within an academic context;
- The document remains a work in progress and will be a statement of what the Governing Authority see as important. It was emphasised that accountability should be integrated from the outset to establish the right tone and convey a clear message to the campus community;
- There will be ample opportunities for both staff and members of the Governing Authority to provide further input before the document is finalised;
- Ultimately, the focus should be less on the specific language and more on how the framework is lived and embedded in practice.

9.4 AGREED To approve the "UL Stakeholder Update and Next Steps", subject to the inclusion of "accountability" within the document. Accountability has been a key issue in the University and it needs to be reflected more prominently as a consequence. This will be specifically referenced under "Ethical and Sustainability" heading, within the section outlining the appropriate/inappropriate behaviours.

10. APPOINTMENTS

10.1 Promotion – Personal Chair

10.1.1 AGREED In accordance with the Scheme for Internal Promotion to Professor (Personal Chair) to approve the promotion of [redacted] to Professor (Personal Chair).

10.2 Academic Staff Appointments

10.2.1 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [redacted] as Full Professor in Civil Engineering on [redacted].

10.2.2 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [redacted] as Associate Professor A (Statistics and Data Science) on [redacted]

10.2.3 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [redacted] as Associate Professor B Statistics and Data Science on [redacted].

10.2.4 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [redacted] as Assistant Professor in Work and Employment on [redacted]

10.2.5 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [redacted] as Assistant Professor in Work and Employment on [redacted]

10.2.6 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [redacted] as Assistant Professor in Accounting on [redacted].

10.2.7 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [redacted] as Assistant Professor in Management on [redacted].

10.2.8 AGREED In accordance with Section 25(1) of the Universities Act, 1997 to appoint [redacted] as Associate Teacher in Construction Management on [redacted]

10.3 Promotions

10.3.1 NOTED Memorandum from the Director, Human Resources both entitled “Academic Promotions”, dated 29 April 2025, previously circulated.

10.3.2 NOTED Academic Promotions from Associate Professor B to Associate Professor A recently approved by the President on the recommendation of the University’s Promotions Board.

10.4 Support Staff Appointments

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

[redacted] Placement Officer – CE&CD
[redacted] Senior Executive Administrator
[redacted] Administrator [redacted]
[redacted] Executive Administrator
[redacted] Senior Administrator
[redacted] Senior Administrator
[redacted] Senior Administrator
[redacted] Executive Administrator
[redacted] Senior Counsellor
[redacted] Erasmus+ Projects Officer

10.5 NOTED Salary offer confirmations for March 2025.

10.6 NOTED Memorandum from the Director, Human Resources entitled "Notification of appointments", dated 29 April 2025 which set out the appointments approved by Governing Authority online since the last meeting on 1 April 2025.

10.7 NOTED Research funded contract appointments for April 2025 as circulated.

10.8 Promotion Matter

10.8.1 NOTED Memorandum the Director, Human Resources entitled "Promotion Matter", dated 23 April 2025, previously circulated. [redacted]

10.9 NOTED In response to a query regarding the approval of tenure track appointments following the discontinuation of such appointments, [redacted]

10.10 NOTED A query was raised regarding the absence of Faculty Deans on certain interview boards, despite the Governing Authority's request outlined in Resolution GA-25-02 that Deans should prioritise chairing interview boards within their Faculties. It was noted that this practice reflects the importance of recruitment. The Director, HR explained that some of the interview panels in question had been arranged prior to the Governing Authority's discussion on recruitment practices.

10.11 AGREED The President will lead a discussion at Executive Committee on the Governing Authority's Resolution on Recruitment, reinforcing the expectation that Faculty Deans should normally chair interview boards, as outlined in Resolution GA-25-02.

11. RISK

11.1 NOTED The Corporate Secretary referred to the University's Fundamental Risk Register, and specifically the risk in relation to progression rules and academic regulations. He noted that the Interim PDP is currently working with the Risk Management Officer in relation to the risk rating. [redacted] This will be considered by the Executive Committee, then the Audit and Risk Committee, and finally the Governing Authority.

12. S.64 REVIEW RECOVERY PLAN & IMPLEMENTATION

12.1 NOTED The Acting President briefed members that the first progress report is due to be submitted to the HEA by 5 June 2025. It was also noted that the Protected Disclosures Report has been submitted to the HEA and, as previously advised, will be promptly shared with members once received by the University. Additionally, UL's request to publish the Deloitte and Mazars Reports is currently under consideration by the HEA Board.

13. CHARITIES REGULATOR CORRESPONDENCE APRIL 2025

13.1 NOTED Letter from the Charities Regulator dated 15 April 2025 to the University trustees (the Governing Authority), previously circulated. The Corporate Secretary briefed members on the letter, which seeks details on the steps taken by the Governing Authority to ensure it exercises sufficient control and oversight over the administration and governance of the Charity. Specifically, the Regulator is requesting evidence that the Governing Authority can validate any assurances or confirmations received regarding property purchases and the overall management of the Charity. The Corporate Secretary discussed that the work undertaken during the course of and subsequent to the Section 64 review would form the basis for the reply. The completion of a revised policy on property acquisition is also a key component to preventing any recurrence of what occurred with the Rhebogue transaction. A response is nearing completion, which on behalf of the Trustees will address these issues. The Charities Regulator will also be provided with the "Renewal Plan."

13.2 AGREED Reply to the Charities Regulator to be prepared as outlined and circulated to the Governing Authority once issued.

14. RECORDS MANAGEMENT POLICY

14.1 NOTED Documents entitled "Records Management Policy" one version with tracked changes and one final version.

14.2 NOTED The Chair ARC presented the revised Policy.

14.3 NOTED A discussion took place regarding the application of the Records Management Policy to University subsidiaries. Unless there are strong reasons to the contrary (in which case the matter is to return to the ARC), the Policy should apply to subsidiary entities also.

14.4 AGREED To approve the revised Records Management Policy as presented.

15. POLICY ON THE PROVISION OF NON-AUDIT SERVICES BY THE EXTERNAL AUDITOR

15.1 NOTED Documents entitled "Policy on the Provision of Non-Audit Services by the External Auditor", one with both tracked and cleaned versions circulated.

15.2 NOTED The Chair, ARC requested that this item be deferred to the next meeting.

16. STANDING ORDERS

16.1 NOTED This item is deferred to the next meeting of the Governing Authority.

17. NOMINATING & GOVERNANCE COMMITTEE MEMBERSHIP

17.1 NOTED Expressions of interest were sought from members for the new Nominating and Governance Committee (NGC) with the following nominations received:

- Chairperson, who shall be an External Member (may include the Chancellor);

- Four External Members of the Governing Authority (including the Chairperson); Professor Brigid Laffan, Dr Donal Donovan, Ms Aibhlin McCrann; Mr Kevin Fleming;
- Two Internal Members of the Governing Authority: Dr Bob Strunz, Professor Edmond Magner
- One Student Union Representative of the Governing Authority: Mr Ronan Cahill, Ms Lucy Kiiza.

17.2 AGREED Approval for the membership of the external and internal members listed in 17.1 excluding the student union representative.

17.2.1 AGREED Following discussion, the President, Student Life and President, PSU will consider rotating student union membership and will inform the Corporate Secretary of their decision by the close of business on 30 April 2025.

17.3 NOTED A broader discussion regarding student union representation on committees should be scheduled for a future meeting.

18. PRESIDENT – SEARCH BOARD AND SELECTION BOARD

18.1 NOTED The Corporate Secretary briefed members that a tender process will be required to select a search firm to undertake the search process. This will not take place until late summer as a new framework is under preparation by the EPS with regard to executive search/recruitment. A revised project timeline will need to be prepared and will be given at the May meeting.

18.2 AGREED The Governing Authority will engage in discussions to determine the procedures prior to tender process. These discussions will include consideration of the involvement of student unions prior to the commencement of the process.

18.3 NOTED The Chancellor is to propose a representative with a governance/finance background and/or industry for consideration at the next meeting.

18.4 NOTED The Academic Council has concluded their process to a appoint a nominee to the Search Board as they had received three expressions of interest. Professor Christine Morin has now been approved as their nominee.

19. ANNUAL COMPLIANCE REPORT 2024

19.1 NOTED Report from the Corporate Secretary's Office entitled "Annual Compliance Report, 01 January – 31 December 2024", previously circulated. The Corporate Secretary provided a brief update on the number of requests and complains managed under the relevant legislation during 2023 and 2024.

19.2 NOTED Members expressed their gratitude to Dr Maria Connolly, Information & Compliance Officer, for her professionalism and her service to the University. They asked that this would be conveyed to Dr Connolly.

20. GOVERNING AUTHORITY EXPENDITURE

20.1 NOTED Memorandum from the Corporate Secretary entitled "Governing Authority Expenditure Report Update for Information/Noting", dated 23 April 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 provides quarterly updates. The main areas of expenditure have been categorised and detailed in the memorandum.

20.2 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.

21. 2026 GOVERNING AUTHORITY WORKPLAN

21.1 NOTED Document from the Corporate Secretary entitled "Governing Authority Workplan", previously circulated for the information of members.

22. ANY OTHER BUSINESS

22.1 Vacancies on FSPC and ARC

22.1.1 NOTED The Corporate Secretary informed members that individuals previously recommended by the Nominating Committee and approved by the Governing Authority are [redacted]. He discussed this matter with Ms Aibhlin McCrann, Chair of the Nominating Committee who has agreed to reassess the approach. The Corporate Secretary will have a conversation with Mr Pat O'Neill, Chair of the ARC and a former President of Chartered Accountants Ireland with a view to assessing how the financial expertise on the relevant sub-committees might be met.

22.1.2 NOTED A discussion ensued about the necessity for specific accountancy expertise and whether general financial experience (e.g. economics, business, etc.) would be just as beneficial. The CFPO and the Corporate Secretary clarified that both the C&AG and Deloitte had given strong signals emphasising the importance of specific expertise (i.e. qualified and suitably experienced accountant), particularly on the FSPC and ARC. It was noted that deviating from these recommendations could expose the University to unnecessary risk.

22.1.3 NOTED Two members, Dr Donal Donovan and Professor Edmond Magner indicated they did not support the Deloitte recommendation that an accountancy qualification be a sine qua non for filling the vacancy on the FSPC. In their view, while accountancy expertise would be helpful, strong financial/ business experience was more important. Also, the problem with the FSPC's role in the Rhebogue affair was not due to the absence of accountancy input but rather reflected a non adherence to established governance procedures

22.2 An Bord Pleanála

22.2.1 NOTED There has been no update on the Bord Pleanála appeal with respect to Rhebogue.

22.3 Governing Authority Dates 2026

22.3.1 NOTED Issues have arisen with 20 January 2026 and 24 March 2026 dates for Governing Authority meetings. The Corporate Secretary will revert at the May meeting with proposed revised dates for these two meetings.

22.4 Next Meeting

22.4.1 NOTED The next meeting of the Governing Authority is scheduled for Tuesday 27 May 2025.

Documentation of Note

- [redacted]
- [redacted]
- C&AG Signed Annual Report and Consolidated Financial Statements Financial Year Ended 30 September
- C&AG Certificate Financial Statements 2023
- Governing Authority Resolution GA-25-02 Recruitment
- Correspondence with DFHERIS, 25 April 2025 re revised UL Regulations for Ministerial approval.