



TUS

Technological University of the Shannon:
Midlands Midwest
Oileolaí Teicneolaíochta na Slíocháin
Lár Tíre Iarthar Láir

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**Minutes of the meeting of the Governing Body of Technological University of the Shannon:
Midlands Midwest**

Monday 21st of November 2022 at 10:00am

via MS Teams & in person – Midlands Campus

Members: Ms. Josephine Feehily – Chair (in person)
Prof. Vincent Cunnane (in person)
Mr. John Doyle (in person)
Mr. Noel Gavin (in person)
Ms. Anne Meagher (Teams)
Mr. George O’Callaghan (in person)
Mr. Kevin McLoughlin (In person)
Mr. Tony Mahon (in person)
Mr. Martin Quinn (in person)
Mr. John Griffin (in person)
Ms. Marguerite Doyle (in person)
Mr. Niall Naughton (in person)
Mr. James Hadnett (in person)
Mr Shahboz Babaev (in person)
Ms. Colette Ryan (in person)
Ms. Anne Cusack (in person)
Ms. Catherine Collins (in person)
Ms. Brigid Delamere (in person)
Mr. James Ring (in person)

In Attendance: Mr. Bill Delaney, Governing Body Secretary (in person)
Ms. Martina Moran, Recording Secretary (in person)

4. Apologies: Han Brezet

Section A: Standing Items

1. Chairperson’s opening and introductions.

The Chair welcomed everyone to the meeting. The Chair advised that a meeting of Chairs and Presidents will take place on the 28th of November and is being hosted by TUS Midlands.

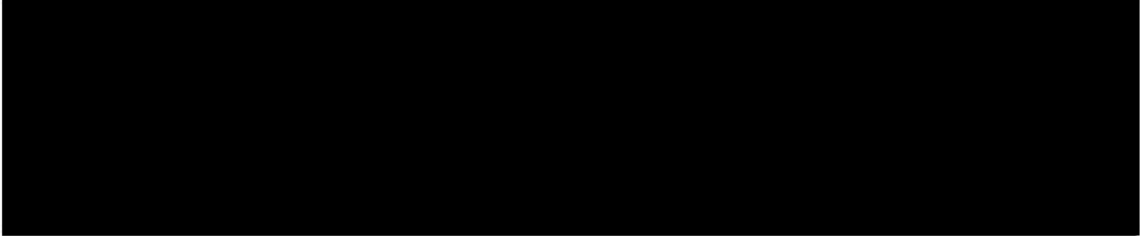
As today’s agenda is quite long, it is the intention that this meeting will be time disciplined however, this will not impact on discussions and Governing Body were encouraged to raise

questions and relevant issues.

2. Approval of the Agenda

The agenda was approved.

3. Expressions of Sympathy



5. Declaration of Conflicts of Interest

There was no declaration of conflict of interest.

6. Correspondence.

There was no correspondence.

7. Minutes of Governing Body meeting of 17 & 18th October 2022.

The minutes of 17th of October 2022 were approved.

Proposed by C. Ryan and seconded by N. Ring.

The minutes of 18th October 2022 were approved.

Proposed by A. Cusack and seconded by T. Mahon.

8. Matters Arising

In relation to the minutes of 19th of September regarding student stipends, the minutes as previously presented are accurate, however, there remains a divergence regarding the rate of student stipends. The President advised that this divergence will be rectified and the stipend rate for postgraduate students in the Midwest campus will be increased to match the stipend rate for students in the Midlands campus effective from 1st December 2022.

The Chair requested that in order for Governing Body to have a better understanding of TUTF, that a presentation or a substantial paper be presented to Governing Body in the near future.

TUS Policy Framework – as a quorum was not previously reached by e-mail to approve the TUS Policy Framework, Governing Body were requested as recommended by ARC to approve same. This was approved.

Proposed by C. Ryan and seconded by G. O’Callaghan

The Chair advised that it is the intention to begin publishing the approved minutes of Governing Body and its committees. The approved minutes will be reviewed by the Governing Body Secretary and the Freedom of Information Officer who will make any necessary redactions in advance of publication on the website, this process is due to commence in January 2023. Historical minutes will also be published.

The President gave a power point presentation on the outline strategy of the TUS Strategic Plan 2023 – 2036 after which a discussion took place. Outcome measures, milestones and

timelines will be included in the final draft Strategic Plan.

The Strategic Plan Process: the President and the Executive will bring the final draft Strategic Plan to the Governing Body meeting scheduled for 19th December for review, input and feedback. Mazars will also be in attendance at this meeting. The draft Strategic Plan will be made available to Governing Body as early as possible in advance of this meeting. It is the intention that the final review and approval will take place in January '23.

A copy of the Strategic Plan presentation given by the President will be circulated by e-mail to Governing Body.

9. Action Log

The Governing Body Secretary gave an update on the following items which have been recently addressed and will be coded appropriately:

Item 9 – subject to approval today – code green

Item 26 – code green

Item 28 – update required for meeting of 19-12-22

Item 29 – subject to approval today – code green

Item 38 – subject to approval today – code green

Item 39 – code green

Item 41 – code green

Item 46 – code green

Item 47 – code green

Item 50 – code green

Item 51 – code green

Governing Body agreed to close off items in 'green' on the Action Log and as per update by the Governing Body Secretary and to remove same from the Action Log.

10. Risk Management

This item will be discussed under the ARC report.

11. TUS Key Strategic Priorities Progress Report and Presidents Update

The documents presented by the President relating to Key Strategic Priorities and events were noted. In addition, the President advised that:

- An update on student numbers will be presented to Governing Body at the December meeting.
- The President as Chair of THEA advised that there is an ongoing review of THEA in place.
- A group has been convened by the Assistant Secretary of the Department to look at affordable purpose-built student accommodation. THEA has made a submission to seek funding for such a project, the outcome of which is awaited.
- A staff retiree function was held on the Athlone campus last week to acknowledge staff for their work to date.

Section B: Items for Discussion/Approval

12. Audit & Risk committee Report 24-10-22

The Chair of ARC briefed Governing Body on the ARC Report of 24-10-22. A new member has now joined ARC.

C&AG Management Letter 2020/21 (former AIT & LIT) from ARC 24-10-22

ARC reviewed both Management letters. There were four findings in the AIT letter (three low risks and one medium risk) and five findings in the LIT letter (one high risk, one medium risk and three low risks). TUS management accepted the findings and provided response and implementation timelines for each. Governing Body acknowledged the Management letters and Management responses.

Risk Management – TUS Strategic Risk Register from ARC 24-10-22

The Chair requested that a more readable version be made available to Governing Body members as the current format on Decision Time platform is very difficult to read. A printed version of the Risk Register was made available to members after the meeting. Members were requested to review the Risk Register and this will be discussed at the next meeting. The President advised that there were no outstanding 'red' risks for TUS at this time. It was also noted that engagement has commenced with CORU and TUS and further meetings have been scheduled.

Action	By whom	By when
Risk Register to be reviewed in detail	Governing Body	19-12-22

TUS Policy Framework from Arc – 24-10-22

This was approved under matters arising.

13. Audit & Risk Committee Report 8-11-22:

The Chair of ARC briefed Governing Body on the ARC Report of 8-11-22.

Internal Audit (Deloitte) • Review of IA Report on TUS Internal Financial Controls October 21 – August 22

There were no extreme findings with one moderate and one minor finding identified. ARC were satisfied that more than one sample testing was carried out.

On the recommendation of ARC, Governing Body approved the Internal Audit Review of IA Report on TUS Internal Financial Controls.

Internal control Framework (ICF/Self Assessment Return (SAR) ARC 8-11-22

The Self Assessment Returns were noted as being excellent with some very strong commitments.

ARC & Finance Committee Annual report 2021/22

On the recommendation of both ARC and Finance Committee, Governing Body approved

the Annual Report 2021/22.

Annual Review of Effectiveness on System of Internal Control (TUS Code ref 7.5)

On the recommendation of ARC, Governing Body approved the Annual Review of Effectiveness on System of Internal Control.

Review of Policies and Procedures: Intellectual Property Policy and Conflict of Interest Policy

On the recommendation of ARC, Governing Body approved the Intellectual Property Policy. The Chair indicated that both policies would be enhanced by the addition of an Executive Summary, and this was agreed.

The Conflict of Interest Policy was discussed with particular reference to External Work (8) it was agreed there was a need for insertion of a reference regarding consequences for not complying with the Authorisation to Engage in External work.

On the recommendation of ARC, and subject to the above, Governing Body approved the Conflict of Interest Policy.

Management were asked to consider a 'click button' scenario, whereby staff would review relevant policies annually and 'click' that they had done so.

Communication will be circulated to staff to advise of the location of all policies on the website by January 2023.

The Chair of Governing Body thanked the Chair of ARC, the ARC committee and the VP for Finance & Corporate Governance and the Finance team.

Action	By whom	By when
Executive summary to be included on both policies – Conflict of Interest and Intellectual Property Policy	Governing Body secretary	Next review of policies
Conflict of Interest Policy – amendment to be made regarding external work	Governing Body secretary	Immediate effect
'Click' button whereby staff would confirm review of relevant policies to be considered by management	President/Senior Management	Provide update to future GB meeting

14. Finance Committee Report 28-10-22:

Coonagh Engineering Campus Decision Gate 2 Submission

The Chair of Finance and Physical Development Committee gave an update from the meeting of 28-10-22 which was a one item agenda to discuss the Coonagh Engineering Campus Phase 1 Capital Project. The VP Campus Services & Capital Development and MKO Estates and Project Management Director attended this meeting. The Chair gave an update of the Coonagh Project which the committee gave approval to allow the project to move to Decision Gate 2 submission. Tender documentation will issue to the successful applicants with a closing date of mid-December '22. Process, timelines and allocation of funds will be discussed at the next Finance and Physical Development Committee meeting as there may be a requirement for a contingency from the Capital Development Reserves.

The Chair noted the Coonagh Project and the issue re contingency and a concern that the

project requires “active minding”.

15. Finance Committee Report 14-11-22:

The Chair of Finance and Physical Development Committee gave an update from the meeting of 14-11-22. A new member has now joined the committee.

Revised Terms of Reference

On the recommendation of the Finance and Physical Development Committee, Governing Body approved the Revised Terms of Reference.

ARC & Finance Committee Annual report 2021/22

On the recommendation of both ARC and Finance Committee, Governing Body approved the Annual Report 2021/22.

AIT Sportsco Ltd, CSS & LIT Sports & Leisure Facilities Ltd

- *Annual Financial Statements 2021/22*
- *Auditors Management Letter 2021/22*
- *Statement of Internal Control 2021/22*
- *Capital Expenditure Investments*
- *Risk Register*

The above documents were circulated for information and were noted.

The Chair expressed concern regarding an “open” revenue aspect query with the Revenue Commissioners re LIT Sport & Leisure Facilities Ltd. It was noted that this issue is on-going but is being progressed with support from TUS tax advisors. and it is hoped that there will be some clarity around the issue before the end of January '23.

A query was raised with regard to the accounts of CSS which show a loss for last year and a small profit for this year. It was advised that COVID had a big impact on the business of the company. Management and the Board of CSS are keeping a vigilant focus on this and financial projections presented at the recent Board meeting indicate an improvement going forward.

The Chair of Governing Body thanked the Chair of Finance and Physical Development, the committee and the VP for Finance & Corporate Governance and the Finance team.

16. HEA feedback letter to the Annual Governance Statement 2020/21 and the Annual Governance Statement/Statement of Internal Control Template 2021/22.

Governing Body were requested to review the “Responses from TUS Management” to the HEA letter of 4th November addressed to the President and copied to the Chair. The response is to be returned to the HEA by the 2nd of December 2022. The VP for Finance & Corporate Governance briefed Governing Body on the proposed responses to the HEA on each of the items highlighted in the letter. Governing Body accepted Management responses and were happy for this to be forwarded to the HEA.

In relation to the following queries on the Reporting Template for the Annual Governance Statement:

- It was noted that the template was updated through a consultation process through THEA – the Chair felt that an invitation for comments should have been sent to Governing Body members.
- The Annual Governance Statement (AGS) Process to date – draft AGS completed and presented to ARC for recommendation of approval of Governing Body – Process going forward - the draft AGS will go to the Governance and Nominations Committee and ARC and then onward to Governing Body.
- Procurement (Item # 10) – it was noted that it is the intention of management to be as compliant as possible in this area.
- Governing Body Performance (Item # 20) – The Governance and Nominations Committee will review a process with the intention of completion by June 2023.

Action	By whom	By when
Draft Annual Governance Statement (AGS) to be presented to Governance & Nominations Committee (GNC) and ARC and then to Governing Body	Governing Body Secretary	GB February Meeting
TUS or THEA responses to future draft templates or documents regarding governance matters to be considered by Governing body	Governing Body Secretary	

17. Equality, Diversity & Inclusion (EDI) Sub-Committee Terms of Reference

The Chair of EDI briefed Governing Body on the first EDI meeting which was held at the start of November.

The Chair of Governing Body proposed that the Terms of Reference for EDI be approved subject to two amendments (reference to the TU Act to be included under section 5 and diversity section 3). This was approved by Governing Body.

As a body of work is currently taking place with the EDI committee a further update will be presented to Governing Body in December which will include Gender Pay Gap Report.

Section C: Items for Information/Noting

18. Staff Appointments

The staff appointments for both Midlands/Midwest campuses were noted.

19. Seamus Hoyne, Dean of Flexible & Work Based Learning – Presentation on Sustainability

S. Hoyne gave a power point presentation on Education for Sustainable Development – Opportunities and Recommendations which was followed by Q&A.

S. Hoyne who is the principle Investigator in Sustainable Development Research Institute (SDRI) and is considered an expert in this space by his peers was thanked for the very comprehensive presentation. S. Hoyne advised that he is available to give assistance/assurance on Governance re Sustainability if required.

Section D

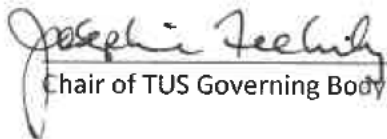
20. AOB.

There was no matters arising.

The next meeting will take place on Monday 19th December at 10:00am on the Midwest Campus.

There being no further business the meeting concluded at 1:15pm.

Signed:


Chair of TUS Governing Body

Date: 19-12-22