

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

Tuesday 12th of October 2021 at 10.00am via MS Teams & in person.

Members: Ms. Josephine Feehily (in person)
Prof. Vincent Cunnane (in person)
Ms. Colette Ryan (in person)
Mr. George O'Callaghan (in person)
Mr. John Griffin (Teams)

In Attendance: Áine Daly (Teams)
Ms. Anne O'Leary (in person)
Ms. Brigid Delamere (in person)
Mr. Eoin Woodlock (in person)
Ms. Shelley Ann McCarthy Buckingham (Teams)
Mr. Tony Mahon (Teams)

In Attendance
For full meeting: Mr. Bill Delaney (in person)
Ms. Martina Moran, minute taker (in person)

Note: Items are recorded in the order they were discussed.

1. Chairperson's opening

The Chair noted correspondence from the Minister's appointment letter to all external members which stated "*the government require the highest standards of probity and integrity in public office from all who are nominated to serve on boards*" and noted that the external members take this injunction and all aspects of their role on the Governing Body very seriously. Noting that with only 5 members on the Governing Body, it was accepted that some agility and understanding is required on an interim basis in relation to the detail of certain aspects of the Code of Governance and Standing Orders in order for the GB to function effectively and for the Secretariat to meet the needs of more frequent meetings than are likely to be the case in the future.

2. Apologies

Apologies from Cormac Dillon was noted.

3. Approval of the agenda

The agenda was approved.

4. Declaration of Conflicts of Interest

There were no Declaration of Conflicts of Interest noted.

5. Correspondence

The chair received correspondence from the Chair and Chief Executive of Tipperary ETB wishing the Chair and the Governing Body every success for the Technological University of the Shannon: Midlands Midwest.

6. Minutes of GB meeting of 1st October 2021

Subject to the correction of a spelling error, the minutes were agreed.

Proposed by C. Ryan & Seconded by G. O'Callaghan.

7. Matters arising

The Charity Trustee Declaration was signed and the application has been submitted for registration.

Proposed training dates for Governing Body members in relation to the current Code of Governance will be circulated and once a date has been agreed, members will be notified of same.

The VP roles and the internal reporting structures will be completed within the next two weeks.

The President wished to acknowledge everyone involved in the very successful launch of TUS: Midlands Midwest, which set a very high standard for the new TU.

Action:

Chair on behalf of the Governing Body will write to O. Thornton & S. Malone and their respective teams as a mark of appreciation.

Action:

B. Delaney (as per section 3.5 & 3.6 of the Code of Governance) will issue a formal letter of appointment, including necessary items of information to new Governing Body members.

8. Adoption of TUS Code of Governance:

- Code of Conduct for GB (Appendix D1)
- Reserved Functions (Appendix B)
- Ethics in Public Office (Appendix C)

B. Delaney gave background and context to the TUS Code of Governance, which was developed by THEA for the IOTI sector with extensive consultation with various stakeholders including DOES, HEA, C&AG. The Code is seen by DOES and the HEA as an example of Best Practice in HE. The Code has subsequently been adapted and amended for the TU Act. The Code is a fluid document which will require future changes and these will be brought to the Governing Body for future consideration and approval. It is expected the Code will be further developed via the Internal Audit Steering Group (IASG) of THEA over the coming months and the output of this will be referred to Governing Body for review and approval as required.

Reserved Functions

A query was raised with regard to the Reserved Functions of the Governing Body (38 Functions) – Appendix B (page 81).

Action:

B. Delaney to consider whether the adaptation of the Code from a Code for the IT sector to the TU sector has fully considered the significant different underpinning legislation. Also to cross reference the Reserved Functions in the Code and the TU Act & carry out an analysis of

same. B. Delaney will also make amendments to the Governance Framework (page 10) to remove ETB role as this no longer applies. The role of the Minister as Shareholder/Statutory Control was also discussed.

Code of Conduct

The chair proposed that when a full Governing Body is in-situ that members would be requested to formally sign the Governing Body Code of Conduct. Notice of this requirement should form part of the external member application process.

Ethics in Public Office

The obligations for Governing Body members under the Code of Governance (Chapter 5 & Appendix C) and Ethics Legislation as set out in the Code were outlined. The Statement of Interests are returned on appointment and annually thereafter to the GB Secretary and returned to SIPO by 31st January annually as required. The annual declaration includes a statement of interests in place for the previous calendar year. While there is no requirement to lodge a 'nil' return to SIPO, the Code requires GB members to make an annual return including a nil return where applicable. A confidential register of interests will be compiled of which the chair and secretary will have oversight of same.

Action:

B. Delaney will issue Statement of Interest/Nil Interest correspondence to members.

B. Delaney will also clarify with SIPO Tax Clearance Obligations of Appointees to "Senior Office".

V. Cunnane will liaise with THEA, MTU & TUD re a sectoral approach to the further development of the Code of Governance for the TU sector.

It was agreed that the Code of Governance be adopted as a work in progress.

Proposed by C. Ryan and Seconded by G. O'Callaghan

9. Appointment of Legal Representative and Legal Entity Appointed Representative (LEAR) for TUS EU funding proposals

The process of appointing President Professor Vincent Cunnane as the legal representative and Vice-President, RDI Liam Brown as the LEAR legal Entity Appointed Representative was agreed by Governing Body.

Proposed by G. O'Callaghan and Seconded by C. Ryan

10. TUS Risk Management Policy

B. Delaney gave a background and context to this Policy. It was proposed & agreed to adopt as interim the Risk Management Policy as presented. The Audit and Risk Committee (ARC), once fully established will further develop the policy and revert to the GB with a further draft in due course.

Proposed by J. Griffin and Seconded by G. O'Callaghan.

Action:

B. Delaney and ARC to further develop the Risk Management Policy through the relevant processes taking cognisance of points raised.

Risk Management will be a standing agenda item on each Governing Body going forward.

11. Establishment of Interim Audit and Risk Committee & 12. Establishment of Interim Finance Committee

Noting the limited size of the GB, it was agreed that these Committees will each have 2 GB

members on an interim basis, supplemented with up to 3 external members with appropriate expertise.
On that basis, the Governing Body agreed to the establishment of Interim Audit & Risk Committee with the following members;
C. Ryan – Chairperson & J. Griffin.

Governing Body agreed to the establishment of Interim Finance Committee with the following members;
G. O’Callaghan – Chairperson & V. Cunnane

Additional members will be sought to serve on these committees on an interim basis.

Action:

B. Delaney to approach external (non-Governing Body members of AIT & LIT) who were previously on the above committees with a view to serving on the interim committees. There may be a requirement to seek additional membership to take cognisance of gender balance.

Action:

B. Delaney to review the Audit and Risk Terms of Reference to amend financial remit that will be a function of the Finance Committee.

Terms of Reference for both committees will be developed for Governing Body approval at its next meeting.

12. Membership of Governing Body:

Formation of Nominations Committee – External Members (Sec. 12 (1) (h) and S4 of TU Act and

Governing Body agreed to convene the Nominations Committee which will be chaired by J. Feehily. Governing Body also agreed the nomination of G. O’Callaghan & C. Ryan to this Committee.

Proposed by J. Griffin & Seconded by V. Cunnane.

B. Delaney briefed Governing Body on the background and requirements of the competency framework. Correspondence will be sent to the HEA for their Board meeting of 14th of December 2021. Once the Nominations Committee convene their first meeting, B. Delaney will set out timelines.

Academic & Non Academic Staff Membership (Sec. 55 (3) & (Sec. 12 (5) of TU Act) &

Action: B. Delaney will draft Procedures and Regulations & related timelines. The Governing Body authorised appropriate consultation with the relevant staff unions on the development of the regulations. Governing Body will approve the regulations at a subsequent meeting in accordance with the overall timeline to complete the election and appointment process.

Student Members (Sec. 12 (1) (f) & (g) of TU Act)

The Governing Body wishes to receive an update from the students union on its nomination procedure at a future meeting.

13. Future Meetings

27th October at 2pm in the Athlone campus.

11th November at 10am in the Limerick campus.

Noted: 2 members noted potential difficulty at this stage with one or other of the proposed dates.

Action:


M. Moran to poll members on availability to attend meetings in the 2nd half of November and the 1st half of December. B. Delaney is currently formulating a Work Plan & schedule of dates.

14. AOB

Action: Copies of the Annual Governance Statement 2019-2020 & CA&AG Management Letters for AIT & LIT will be circulated to the members of Governing Body as requested. The President noted that both Institutes had received "clear" letters from the C&AG.

The meeting concluded at 11.45am.

Signed:


Chair of TUS Governing Body

Date:

27-10-21

