

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

Monday 28th of March 2022 at 10.00am via MS Teams & in person – Moylish Campus.

Members: Ms. Josephine Feehily – Chair (in person)
Mr. George O’Callaghan (in person)
Professor Vincent Cunnane (in person)
Mr. John Griffin (Teams)

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

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

Apologies: Ms. Colette Ryan

Items will be recorded in the order they were discussed.

1. Chairperson’s opening.

The Chair welcomed everyone to the meeting.
Contact details (phone numbers and e-mails) of Governing Body members will be collated and uploaded to the Resource Section on Decision Time.

18. Private Session (Members Only)

This section of the meeting took place in private and considered a HR matter. A form of words for a response to DFHERIS was agreed.

19. Governing Body Session with non TU connected members

The Chair gave the following feedback and actions from this section of the meeting. If necessary, the TUS Standing Orders will be amended at a suitable opportunity to reflect items b) and c) below:

- a) The Governing Body wished to record its appreciation of the very substantial progress and achievement since the establishment of TUS on 1 October. It noted the huge effort

and workload involved in achieving that progress and thanked all involved, particularly B. Delaney, M. Moran, A. Clarke, other VP's and the various teams.

- b) For continuity going forward a group comprising of external members and the President will meet as required to discuss sensitive HR matters.
- c) As support to the Chair of Governing Body, it was decided that an ad-hoc Committee consisting of the Chairs of the Governing Body, Audit Committee and Finance Committee would be convened if and when required.
- d) Until the Strategic Plan is developed, the President has agreed to present his 10–12 Key Strategic Priorities (KSPs) for TUS for 2022, beginning with the GB meeting on 11 April. These KSPs will be reported at each Governing Body meeting and performance can be tracked.

2. Approval of the agenda

The agenda was approved.

3 Expressions of Sympathy



5. Declaration of Conflicts of Interest

There were no other Conflicts of Interest noted.

6. Correspondence

There was no correspondence.

7. Minutes of GB meeting of 7th March 2022.

The minutes of the Governing Body of 7th March 2022 were approved.

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

8. Matters arising & 9. Action Log

It was noted that the Action Log is a work in progress, in particular further dates are needed. Items agreed as closed by the Governing Body will be removed from the list and will be retained on a separate list by the secretariat

10. Risk Management

There is an ongoing issue with Covid due to the increase of the number of positive cases on a daily basis. The end of teaching is approaching (week 11 – Midwest campus; week 12 – Midlands campus), it is critical therefore to complete formal teaching for all students. It is hoped that the remainder of term and commencement of semester for Trades students who will be on site for 11 weeks will run smoothly.

While mask wearing is not mandatory the advice remains for staff and students to continue with mask wearing.

Section B: Items for Decision/Approval

11. TU Act 2018 & GB Reserved Functions

The Chairperson recalled that at its meeting of 11th November 2021 and subsequently, the Governing Body had previously considered matters relating to reserved functions and delegation, in the context of the THEA Code of Governance and had not adopted the proposals made at that time pending further clarification and advice. Instead, at its meeting of 11th of November 2021, the Governing Body agreed to give the President a broad delegation of powers to carry out his role as President effectively and to run and operate TUS on the basis that it would be reviewed. This delegation is in the context of the TU Act and guidance available from the THEA Code of Governance which is itself in course of review.

The Governing Body discussed subsequent engagement with Deloitte, the ongoing work under the auspices of THEA and the related legal advice from Arthur Cox all of which were fully considered and concluded that the adoption of the proposed resolution was premature. Apart from a number of general concerns the Governing Body wishes to better understand its role in relation to the Academic Council, about which legal advice is pending, and the matter of consents relating to onward delegation raised by the current advice.

The President noted that on reflection, he considers that he does not delegate his statutory powers under the TU Act or his responsibilities as the Accounting Officer. He considers that there are only two occasions when he would delegate such powers i.e. holidays and sick leave. He agreed that certain delegation/assignments of responsibility are in place, up to certain levels, for example sign off in relating to purchasing, governed by the Internal Control Framework

Regarding the Academic Council, the President proposed to have a substantive discussion on Academic Council (AC) at the Governing Body meeting of 16th May 2022 with a view to the GB making regulations for formation of a full Academic Council (to enable elections to proceed) which will also include an analysis of the relationship between Governing Body and AC pertaining to 'review and recommendations' aspects of the TU Act for Governing Body/Academic Council.

Noting that consultation with stakeholders is underway, the Governing Body agreed on condition that the material is prepared and presented in good time to allow full consideration. If necessary a special Governing Body meeting will be arranged once a detailed regulation is available for members to review.

The following points were actioned:

Action	By whom	By when
Advise GB or Chair as appropriate in advance when taking leave in order to properly delegate powers for a period of time	President	In advance of said holidays
Advise Chair directly if on sick leave in order to properly delegate powers	President	As required
Prepare an updated Governing Body delegation minute to include these two items above for noting by the GB	Recording Secretary	With immediate effect
Do analysis of items already delegated/where powers are assigned	President	With immediate effect
Raise a query with A. Cox Solicitors. Re 'assignment of responsibilities' (which is the	Governing Body Secretary	

language used in the Public Service Management Act) as distinct to 'delegation'		
Ensure the legal advice referenced regarding the AC is received in good time for consideration by GB	Governing Body Secretary	In advance of 16 May meeting
Further work required on draft schedule of reserved functions i.e. review potential to rationalise Schedule A Part 2. The schedule of reserved functions will also be revisited when HEA Bill is at an advanced stage.	President and Governing Body Secretary	Work in progress

12. Appointment to the Governing Body – External, Staff & Student Members

The Governing Body appointed the following members to the Governing Body effective from 30th March for a period of two years.:

Five representatives of academic and non-academic staff were approved by Governing Body:

Ms. Brigid Delamere
 Mr. Tony Mahon
 Mr. Kevin McLoughlin
 Mr. John Doyle
 Ms. Anne Meagher

Seven external members:

Ms. Anne Cusack
 Dr. James Ring
 Dr. Marguerite Doyle
 Ms. Catherine Collins
 Mr. Noel Gavin
 Mr. Martin Quinn
 Prof. Dr. Hans Brezet

Three students representatives for three months effective from 30th March to 30th June, 2022 .

Ms. Áine Daly
 Mr. Cormac Dillon
 Ms. Shelley Ann McCarthy Buckingham

The Governing Body meeting scheduled to take place in June will appoint new student representatives for a period of one year from 1st July 2022 to 30th June 2023, in accordance with the term of office of the SU post holders as provided for in the SU constitution.

As this is the final meeting for Anne O'Leary and Eoin Woodlock, the Chair thanked both attendees for their attendance, work and contribution over the last number of months.

The new members will be notified of their appointments and will be given details for the inaugural meeting of the extended TUS Governing Body meeting scheduled to take place on the 11th of April 2022. Unsuccessful external applicants will also be notified.

Governing Body members and attendees were requested to keep the names of the external members confidential until everyone was notified of the outcome.

Minister Harris will be notified of the membership of the extended TUS Governing Body and the President and Chair will also notify the HEA at their meeting later this week.

A team building event will be arranged possibly in June/July for the entire members of the Governing Body.

Action	By whom	By when
Arrange team building event for all members of Governing Body	President/Governing Body Secretary	June/July 2022

Section C: Committee Reports

13. Draft Minute of ARC meeting of 14th March 2022

Mr. John Griffin (as deputy for the Chair of ARC) briefed Governing Body on the ARC meeting of 14th March. It was noted that a lot of the documents discussed were legacy documents from AIT and LIT.

B. Delaney gave an overview of the Empower Eco CLG. This company at its EGM and AGM on the 10th March 2022 made a decision which was agreed unanimously by all the Directors under special resolution to voluntarily wind up the Company. The President has been appraised of all developments and supported this position. The group will continue to progress the objectives and work of Empower Eco but not via the CLG company. A partner Memorandum of Understanding (MOU) will be considered as a mechanism to enable future work.

- Annual Report on Protected Disclosures 2021

There were no protected disclosures during the period 1 January – 31 December 2021, and on the recommendation of ARC the Annual Report on Protected Disclosures 2021 was approved.

Proposed by J. Feehily and seconded by G. O'Callaghan

This will now be published on the TUS website.

Action	By whom	By when
Annual Report on Protected Disclosures 2021 to be published on TUS website	Governing Body Secretary	Immediate effect

- ARC Annual Report (AIT/LIT)

Subject to confirmation that all actions as discussed at ARC have been completed, Governing Body approved the ARC Annual Report (AIT/LIT) as recommended by ARC.

Proposed by J. Feehily and seconded by G. O'Callaghan

Action	By whom	By when
ARC Annual Report (AIT/LIT) – ensure actions have been completed	Governing Body Secretary	With immediate effect

- Annual Review of Effectiveness of the Internal Controls AIT/LIT (Ref Sect. 7.5)

This was approved as recommended by ARC.

Proposed by J. Feehily and seconded by G. O'Callaghan

Action	By whom	By when
Align wording on Annual Review of Effectiveness of the Internal Controls AIT/LIT (Ref Sect. 7.5)	Governing Body Secretary	With immediate effect

- Draft Annual Governance Statement 2020/21 (AIT/LIT)

It was noted that all actions have been completed and on the recommendation of ARC this was approved by Governing Body.

Proposed by J. Feehily and seconded by G. O'Callaghan

Action	By whom	By when
Annual Governance Statement and Statement on Internal Control for AIT & LIT – remit to HEA	Governing Body Secretary	With immediate effect

- Internal Control Framework 2021/2022

The Internal Control Framework (ICF) will be discussed further at ARC and was therefore noted at Governing Body. It was advised that an on-line & integrated system that combines both the Internal Control Framework and the Risk Register will be progressed. Deloitte will facilitate workshops for control owners (VPs) and control operators (responsible managers) to support completion of the ICF self-assessment

It was noted that the Review of Internal Audit Report on AIT Financial Controls – explanation of 'sample' size was addressed at the last ARC meeting.

Mr. J. Griffin and ARC were thanked for the Report.

14. Draft Minutes of Finance Committee meeting 16th March 2022

The Chair of the Finance Committee briefed Governing Body on the Finance meeting of 16th March 2022.

B. Delaney will follow up re VAT disclosure.

- TUS Operational Budget 2022

The following were discussed and noted:

An explanatory footnote was added to page 8 regarding Research

6 Key Risks and Issues are noted on page 1

High level discussion on Springboard took place

Non-pay budgets are assigned to relevant managers

The FRS102 treatment of non-state funded assets and impact on restricted reserves was explained.

The teams within the Finance Departments were acknowledged for the onerous significant amount of work in producing the first TUS budget.

The TUS Operating Budget 2002 as recommended by the Finance Committee was approved by Governing Body.

Proposed by J. Feehily and seconded by J. Griffin

Action	By whom	By when
TUS Operating Budget will be submitted to the HEA	Governing Body Secretary	Submission deadline of 31 st March 2022

- Capital project – Thurles Sports Campus

Background to this project was presented. This is a partnership for TUS with Tipperary County Council as lead partner, Tipperary GAA, Tennis Ireland/Munster Tennis/Thurles Tennis Club. This project is part of the Masterplan for Thurles campus.

On the recommendation of the Finance Committee, the project was approved.

Proposed by J. Feehily and Seconded by J. Griffin

Action	By whom	By when
A VAT matter relating to the Thurles Sports Campus to be examined.	Governing Body Secretary and VP Campus Services & Capital Development	Going forward

- Annual Student Fee Schedule 21/22

i) TUS Midlands and Midwest for all full time programmes and part time faculty programmes;

ii) Fee Schedule for TUS Midlands with programmes run by COPDL (Faculty of Continuing, Professional, Online and Distance Learning);

iii) Fee Schedule for TUS Midwest with programmes run by Flexible Learning department;

The Annual Student Fee Schedule 21/22 (3) were discussed and on the recommendation of the Finance Committee were approved.

Proposed by J. Feehily and Seconded by J. Griffin

Section D:

15. Presidents Update

The first meeting with Mazars on the Strategic Plan will take place this week.

Replies on the National Recovery & Resilience Plan (NRRP) have been sent to the HEA.

The recent TUI Conference on Technological Universities, took place on the Moylish Campus and was attended by the Chair of Governing Body, with a number of contributors including Minister Harris and President Cunnane. Panel discussions took place with various stakeholders and the discussion forum was chaired by Professor Tom Collins.

RUN-EU – both the President and Ms. Áine Daly were members of a delegation who attended the RUN-EU in the Netherlands last week. The meetings involved various working groups across different activities. The main issue at the moment is careful consideration to the expansion of the membership (currently at 9). This will be discussed further and finalised over the coming months.

The President (Chair of THEA) highlighted a very sensitive issue for the THEA Board (which is the representative Body of the IOT/TU Sector) as to its financial sustainability. At the recent THEA EGM a 'way forward' was chartered and THEA await further notice. Discussions are also ongoing with the Department and the HEA on this issue.

TUTF Transformation Fund – an off campus meeting took place recently with the VP's and the Deans to discuss TUTF and other strategic matters. THE document was formally signed off and submitted to the HEA who have agreed years 1 & 2. An application for year 3 of TUTF will also be submitted.

CAO Campaign – further analysis is awaited. A Virtual Career evening took place on the Midlands campus and an Engineering Open Day took place on the Midwest campus.

Presentation by TUSLA CEO, [REDACTED] – this was a very successful event for staff and students on the Moylish campus with all 4th year students who attended being offered a job.

The Advanced Technologies in Manufacturing (ATIM) cluster Steering Committee of which TUS Midlands are the host was launched on the Midlands Campus on the 25th of March.

Atlantic Technological University (ATU) – comprised of GMIT, LYIT and IT Sligo have been approved for designation as a Technological University and will be officially launched on the 4th of April 2022 in Sligo, and their first Governing Body meeting will take place on the 1st of April 2022 in Letterkenny.

16. Staff Appointments

All appointments were noted.

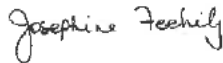
Section E:

17. AOB

Ms. A. O'Leary wished the Chair, and current and incoming Governing Body members all the best for the future of the new TUS Governing Body.

The next meeting will take place on Monday 11th of April 10:00am – 1:00pm in the Midlands campus.

The meeting concluded at 12.45pm.



Digitally signed by Josephine
Feehily
DN: cn=Josephine Feehily, o=TUS
Midlands Midwest, ou=Chair of
TUS Governing Body,
email=josephine.feehily@tus.ie,
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Signed: _____

Date: _____

Chair of TUS Governing Body

