

## GOVERNING AUTHORITY MEETING

Report of meeting of Friday 9 December 2022  
3:00pm, AG01, Albert College, DCU Glasnevin Campus

### **PRESENT:**

Ms Brid Horan (Chair)	Ms Fiona Naughton
Dr Audrey Bryan	
Ms Marian Corcoran (via Zoom)	Mr Thomas O'Dowd
Prof. Yvonne Daly	Prof. James O'Higgins Norman
Mr Justin Doyle	Dr Aisling de Paor (via Zoom)
Cllr Jimmy Guerin	Ms Michele Pringle (via Zoom)
Ms Carol Hanney	Dr Declan Raftery
Mr David Harney	Mr Muhammad Mubashar Saeed
Ms Rachel Hussey	Ms Marie Sinnott
Prof. Daire Keogh	Mr Brian J Smyth
Dr Kara McGann (via Zoom)	Prof. Ray Walshe
Mr Cathal Marley	Mr Seamus Walsh
Ms Colette Murphy	

### **APOLOGIES:**

Prof. Lisa Looney	
Mr John Darby	Ms Deirdre O'Connor

### **IN ATTENDANCE:**

Mr Ciaran McGivern	Dr Robbie Roulston
Ms Marian Burns	Prof. Anne Sinnott

### **WELCOME**

The Chancellor welcomed members. It was noted that this would be the final Governing Authority meeting that would be attended by Ms Marian Burns, Director of Human Resources and Mr Ciaran McGivern, Director of Finance. The Chancellor noted the dedication to DCU demonstrated by both individuals over 32 and 11 years respectively. The Chancellor remarked on the professionalism, warmth, and candidness which characterised Ms Marian Burns' contributions, and the entrepreneurialism and youthfulness which characterised Mr Ciaran McGivern's. Their leadership had been invaluable in many aspects of DCU's development and, most notably, in relation to the incorporation process. They had dealt with the challenges during the process and since very effectively ensuring the successful transition to one DCU. Both are highly respected both within DCU and in the broader higher education community and will be greatly missed. She thanked them both for their commitment, congratulated them on their achievements and wished them well in the future.

Mr Ciaran McGivern noted that it had been a great privilege to be Director of Finance in DCU, and highlighted the successful incorporation between three denominational institutions and a secular university as a particular achievement. He noted his thanks to colleagues in the DCU Finance Office and the campus companies.

Ms Marian Burns praised the people that constitute DCU, and noted that they can always be relied upon to rise to challenges and work as a team. She noted her thanks to the Senior

Management Team, with particular reference to the work undertaken to successfully incorporate the Church of Ireland College of Education; DCU; Mater Dei Institute of Education and St Patrick's College, Drumcondra. She noted that people are proud to be part of the DCU community, and that it can look to the future with ambition.

The agenda was adopted.

The Chancellor enquired if there were any conflicts of interest in relation to any item on the agenda that required a declaration on the part of a member. None were declared.

**1. MINUTES OF GOVERNING AUTHORITY MEETING OF 19 OCTOBER 2022**

The minutes of Wednesday 19 October 2022 were approved subject to minor amendments.

**2. REPORT OF MEETING OF 19 OCTOBER 2022 FOR WEB PUBLICATION**

A report of the meeting of Wednesday 19 October 2022, for web publication, was before the meeting.

**The Authority approved the report of the meeting on 19 October for web publication.**

**3 REVIEW OF ACTION ITEMS**

Dr Declan Raftery provided a summary of progress in relation to the action items from the previous meeting. It was noted that, under Action Item 3, papers on DCU Educational Support Services, Educational Trust and Office of Student Life have been submitted to Marian Corcoran, Cathal Marley and Marie Sinnott. This Sub Group will report further to the Authority in the New Year.

The status of the action items was as follows:

**Action Items:**

#	Action	Responsibility	Deadline
1	Presentation from the Director of Student, Support and Development. The presentation should include Critical Incident Response and Lessons Learned on the sudden passing of a student.	Director of SS&D	2022/2023
2	Circulate Organisation Diagram	Deputy President	When complete
3	Report on DCU Educational Support Services, Educational Trust and Office of Student Life.	Marian Corcoran, Cathal Marley and Marie Sinnott	End 2022 – revised to H! 2023
4	ECIU Presentation	VP for Academic Affairs	2023

**Items to be tracked:**

#	Action	Responsibility	Deadline
1	Quarterly progress reports on each risk in the Strategic Risk Register.	President	Ongoing
2	Meetings of GA to be held at different	COO	Future meetings to

	locations.		be held on other DCU campuses and occasionally meetings will be held off campus subject to public health guidelines - ongoing
3	New Executive Director of Engagement to present on International Affairs - within 3 months of appointment	COO	Ealy 2023
4	The President and Senior Management will withdraw from the April meeting each year to allow for a discussion in their absence.	President and SMG	April 2023

#### 4. MATTERS ARISING

There were no matters arising from the Minutes.

#### FOR DISCUSSION

#### 5. GOVERNANCE

Dr Declan Raftery gave a presentation on the Higher Education Authority (HEA) Act 2022. It was noted that the Act gave the Chief Executive Officer (CEO) of the HEA additional powers, and laid down additional procedures for the strategic planning process for Irish universities. These procedures include an obligation for higher education institutions to consult with the Minister for Further and Higher Education, Research, Innovation and Science when developing a strategic development plan. As DCU is likely to be the first Irish university to develop a new strategy under the Act, this is particularly relevant.

It was noted that the Act introduces processes to regulate the development of Equality Statements by higher education institutions.

The need for the membership of the Governing Authority to be reduced to 19 as a requirement of section 73 of the HEA Act 2022 was highlighted. The deadline for the reduction of membership is 9th November 2023. It was also noted that this section makes the regulations relating to the selection, election, nomination, or recruitment of members of a governing authority subject to the approval of the Minister. The Act also specifies that no less than 40 per cent of the members of the governing authority shall be women and not less than 40 per cent of them shall be men. The Chancellor proposed that the Nominations and Governance Committee of GA should consider the implications of these requirements with a view to recommending an implementation approach to GA. Subject to GA approval, this would then be submitted to the Minister. **This was approved.**

There was discussion on the challenges facing universities as constituted under the Universities Act 1997 as a consequence of the growing number of technological universities established under the Technological Universities Act 2018 and government policy which prioritises the latter cohort of institutions. The impact of the establishment of the

Department of Further and Higher Education, Research, Innovation and Science on the role of the HEA was discussed.

## **6. STUDENT INFORMATION SYSTEM UPDATE AND APPROVAL OF REVISED BUDGET**

Ms Helen Mahon, Student Information System (SIS) Programme Director, joined the meeting for this item. Mr Ciaran McGivern and Ms Helen Mahon gave a presentation to update the Governing Authority on the SIS Programme, which is introducing a new SIS in DCU called Banner. This programme had been approved by the previous GA. The presentation at this meeting was to seek an additional budget allocation increasing the programme budget from €19.5 million to €24.3 million.

The following points were noted:

- a) Without a new SIS, the University would not be able to achieve DCU's strategic objectives.
- b) The SIS which is being implemented is not just a translation from one system to another, but rather is a system that enables digital transformation, involves significant process change and which will improve service to students.
- c) The programme had been subjected to the 'five case' model which assesses the strategic case, economic case, commercial case, financial case, and management case and had met the criteria under each.
- d) The decision to move forward in separate phases was a result of the need to replace the Postgraduate Applications System in advance of the full implementation of SIS .
- e) The recruitment market for necessary skills has been particularly challenging.
- f) The COVID-19 pandemic, and associated public health restrictions, had disrupted the programme of work significantly resulting in additional cost and delay.
- g) Post implementation support is expected to take longer than anticipated.
- h) The working relationship between the programme team and Ellucian, the provider of Banner, is very good, with effective co-operation on required changes.

There was discussion, during which the following points were made:

- a) It would be beneficial if Banner, as implemented in DCU, integrates via an application programming interface (API) with any system being used by the Central Applications Office (CAO).
- b) The Governing Authority requires assurance that all necessary checks for compliance with the EU General Data Protection Regulation (GDPR), including Data Protection Impact Assessments, are in place.
- c) DCU data will be stored on servers located within the EU.
- d) The programme is two years behind the original schedule for the reasons outlined.
- e) DCU will not own the resulting system. It is a 'software as service' solution that is subject to a licencing arrangement.
- f) The structural changes being implemented as part of this programme, such as moving the management of student fees from the Finance Office to Registry, are welcome and will improve efficiency.
- g) The Governing Authority will be notified when/if the programme starts using contingency resources.
- h) Banner will transform the reporting capabilities arising from student information.
- i) Systems in DCU have developed organically. They are not always fit for purpose or scalable given the growth of DCU and other changes, and many are nearing end of life. Banner will enable the University to overcome the challenges presented by this.

- j) There is satisfaction that Ellucian is the correct supplier and that Banner will fulfil all the programme objectives.
- k) The Vice-President for Academic Affairs will provide an update to the Governing Authority in February 2023.

The Governing Authority noted its thanks to the SIS Programme Team and others involved in this complex programme.

**The Authority noted the update on the SIS Programme and approved the revised budget.**

Ms Helen Mahon left the meeting.

**7. PRESENTATION ON HEA BILL 2022**

This item had been addressed under item 5, Governance. There was no further discussion.

**8. UPDATE ON STRATEGIC PLANNING PROCESS**

Prof. Anne Sinnott gave a presentation on the strategic planning process. It was noted that the Senior Management Team had undertaken six away days to discuss the draft strategy. Prof. Anne Sinnott provided an overview of the structure of the draft strategy, which includes statements of mission, vision, and values to establish the University's strategic purpose; a guiding philosophy organised around people, focus, and impact; five strategic pillars; and four organising characteristics which will result in a plan of prioritised actions. It was also noted that the mission and values would remain largely unchanged, but that the vision was being amended more considerably.

There was wide-ranging discussion and feedback from Authority members in response to the presentation, during which the following points were made:

- a) The need to prioritise and de-prioritise activities is critical.
- b) An emerging objective is for DCU to be recognised for its European character, with a consequent emphasis on European initiatives like Erasmus Mundus and European university consortia.
- c) The development of key performance indicators (KPIs) and baselines will be part of the strategic planning process.
- d) An important initiative under the strategic plan will be to make greater use of data in decision-making.
- e) The level of engagement by the Senior Management Team with schools, and the extent to which the strategy reflects DCU's role in the region, were welcomed.
- f) The explicit reference to engagement with graduates was welcomed.
- g) Simplicity is a strength.
- h) There are inherent tensions in the strategy. This is not necessarily a problem but it will require clarification. For example, how will focus be balanced with collective leadership?
- i) The Vice-President for Research is focused on ensuring that research activity and the research community are part of the strategy.
- j) Sustainability will be an overarching priority for the duration of this strategic plan. The reference to 'strategic development' should instead be to 'sustainability'.
- k) The greater the role people play in considering the need for and direction of change, the more they will be supportive of that change.
- l) There is no explicit reference in the draft strategy to how the financial position to deliver on the stated, strategic objectives will be achieved.

- m) It will be important to restrict the number of action points. Five pillars multiplied by four organising characteristics creates 20 combinations. For example, it would not be possible to deliver 20 programmes at the scale of the SIS Programme. The strategic plan should instead concentrate on a smaller number of key goals.
- n) There are significant pressures arising from the prioritisation by the Department of Further and Higher Education, Research, Innovation and Science on the growing number of technological universities. This impacts competition within the higher education sector. In many cases regional development policy is being prioritised over education policy.
- o) The text of the strategy should be drafted with an external reader in mind. For example, 'DCU Futures' is a phrase that would need to be explained to an external reader.

The Authority welcomed the progress reported, noted the value of this discussion and looked forward to further engagement as the Strategy is further developed.

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## 9 **AUDIT COMMITTEE**

Cathal Marley, Chair of Governing Authority Audit Committee, gave a verbal update to the Governing Authority on the current work of the Committee and audits being carried out by the Audit Committee.

It was noted that EQA conducted an external review of the Internal Audit function at DCU. The review covered 58 internal audit quality measures. There was general conformance with 54 measures, and partial conformance with the remaining four measures. This rate is in keeping with performance in the commercial sector.

It was reported that the Audit Committee had discussed the audit of DCU Sport in detail, and the progress which had been made by DCU Sport in responding to the report was noted. The importance of embedding the changes in the systems and processes of DCU Sport, so that the necessary practices are passed onto future staff, was highlighted.

There was also discussion on challenges which had been encountered with respect to audits of IT systems, which are out-sourced to a third party.

It was reported that Alison Byrne, the Head of Internal Audit, confirms that Internal Audit are satisfied that sufficient internal audit work has been undertaken to allow an opinion of reasonable assurance in relation to the adequacy and effectiveness of governance, risk management and control.

The Chancellor confirmed that the Audit Committee and the Risk Committee both meet with the Head of Internal Audit once per year without management being present.

### **FOR NOTING**

#### **9.2 Minutes of meeting on 13 October 2022**

Minutes of Audit Committee Meeting of 13 October 2022 had been circulated and were noted by Authority

### **FOR APPROVAL**

#### **9.3 Audit Committee Annual Report to September 2022**

The annual report on the work of the Audit Committee was before the meeting. The report provides a summary of the activity undertaken during the year, to September 2022.

**The Authority approved the Audit Committee Annual Report to September 2022.**

#### **9.4 Updated Internal Audit Charter**

A revised Internal Audit Charter recommended by the Committee was before the meeting. The charter is routinely reviewed every year.

**The Authority approved the Internal Audit Charter, as amended.**

#### **9.5 Updated Terms of Reference**

Amendments to the Audit Committee terms of reference recommended by the Committee were before the meeting.

**The Authority approved the Audit Committee terms of reference, as amended.**

**10 RISK COMMITTEE**

Ms Marie Sinnott, Chair of the Governing Authority Risk Committee, gave a verbal update to the Governing Authority on the Risk Committee meeting on 5 December 2022 and the current work being carried out by the Committee.

It was noted that the Chief Operations Officer had informed the committee that malware had been detected, isolated, and removed from a university system. No evidence of damage or a data breach has been detected as a result of the malware. The incident highlighted that universities are not considered vital infrastructure by the National Cyber Security Centre for the purposes of cybersecurity.

With regard to health and safety, 108 incidents were reported. They mostly relate to slips, trips, and falls. One significant incident was reported, which was a fire in student residences. The fire resulted in the safe evacuation of the residences and an investigation by the Dublin Fire Brigade. The cause of the fire appears to have been unsafe use of a toaster.

With regard to reputational risk, the Risk Committee had reviewed a report provided by RiskEye regarding the monitoring of mentions of DCU on social media channels that provided useful insights, including for stakeholder engagement.

It was noted that energy costs and security of supply remain key risks. The current contract for electricity supply, which is on favourable terms for the University, is due to end in April 2022. This could result in electricity costs doubling thereafter. Measures are being put in place to reduce demand and to consolidate the allocation of timetabled space. It was noted that energy contracting is a high-risk area that requires a specialist skillset. The ongoing risk associated with energy costs and supply continues to emphasise the importance of sustainability as an overarching theme.

It was noted that DCU has a well-developed risk appetite statement, and that processes need to be developed to extend and embed its use. It was also noted that the Risk Committee will require a new external member due to the resignation of a previous external member. This is under consideration.

**FOR NOTING**

**10.2 Minutes of Meeting on 7 September 2022**

The minutes of the Risk Committee meeting on 7 September 2022 were before the meeting and were Noted.

**11 EQUALITY, DIVERSITY AND INCLUSION COMMITTEE**

Ms Rachel Hussey, Chair of the Governing Authority Equality Diversity and Inclusion Committee, gave a verbal update to the Governing Authority on the Committee meeting on 1 December 2022.

It was noted that training is due to be provided on the application of the Public Sector Duty, which originates from section 42 of the Irish Human Rights and Equality Act 2014, to universities. It was reported that a panel discussion had taken place to mark International Men's Day, and that training to support the Athena Swan Programme to promote gender equality in higher education is due to commence.



Ms Rachel Hussey thanked Ms Marian Burns for her commitment to equality, diversity and inclusion.

**FOR NOTING**

**11.2 Minutes of meeting of 13 October 2022**

The minutes of the Equality Diversity and Inclusion Committee meeting on 13 October 2022 were before the meeting.

**The Authority noted the minutes of the Equality Diversity and Inclusion Committee meeting on 13 October 2022.**

**12. PRESIDENT'S REPORT AND UNIVERSITY OFFICERS' REPORTS**

**FOR NOTING**

**12.1 DCU President**

The President's Report was before the meeting. Prof Daire Keogh highlighted a number of issues covered in the report. He updated the Authority on the challenges which are obstructing the construction of new student accommodation and on a decision to proceed on a year-by-year basis with the arrangement to accredit PhD degrees in Dundalk Institute of Technology.

**The Authority noted the President's Report.**

**12.2 Director of Finance**

The Director of Finance's Report was before the meeting.

**The Authority noted the Director of Finance's Report.**

**12.3 Chief Operations Officer**

The Chief Operations Officer's Report was before the meeting.

Dr Declan Raftery gave a verbal summary of the report.

In particular, the statement regarding the Charities Code of Governance was highlighted; this includes a statement confirming that the charitable purpose of DCU is the advancement of education and lists the President, Secretary to the Governing Authority, and the Registrar / Vice-President for Academic Affairs as the trustees.

**The Authority noted the Chief Operations Officer's Report, including the adoption of the following statement regarding the Charities Code of Governance:**

In support of our compliance with the Charities Code of Governance, the following was confirmed by the Authority :

DCU is a registered charity under the Charities Act 2009.

DCU Charity Number : 20013653

Advancing Charitable Purpose

Charitable purpose has a specific meaning in charity law. The Charities Act 2009 sets out four categories of charitable purpose:

- Prevention or relief of poverty or economic hardship
- Advancement of education
- Advancement of religion: and
- Any other purpose that is of benefit to the community

The Governing Authority of DCU confirms the Charitable Purpose to be the Advancement of Education.

Description of Activities to achieve Charitable Purpose as per the Charities Act 2009

– Dublin City University is a public body established under Statute. It advances education through the provision of academic programmes at Undergraduate, Postgraduate and Doctoral Levels, undertaking research for societal benefits and enterprise/innovation, student services & support and community engagement.

The Governing Authority of DCU confirms the Application of the 6 Principles of Charity Governance:

- Advancing charitable purpose
- Behaving with integrity
- Leading people
- Exercising control
- Working effectively
- Being accountable and transparent

The Governing Authority of DCU has designated the following ex-officio post holders as Trustees of DCU (The Annual Return filed with the Charities Regulator lists the three named Trustees):

1. President - Professor Daire Keogh
2. Secretary - Dr Declan Raftery
3. Registrar/VPAA- Professor Lisa Looney

#### **12.4 Vice-President for Academic Affairs**

The Vice-President for Academic Affairs' Report was before the meeting.

**The Authority noted the Vice-President for Academic Affairs' Report.**

#### **12.5 Director of Human Resources**

Ms Marian Burns provided the Director of Human Resources' Report verbally, which included a presentation on the Gender Pay Gap Report for DCU. The Authority noted the details provided and the programme of actions underway to address the issue.

The Authority noted the Director of Human Resources' Report, including the Gender Pay Gap report which will be made available publicly as required by relevant legislation.

Note: Prof. James O'Higgins Norman left the meeting at this point before Personnel Matters were discussed

**13. PERSONNEL MATTERS**

**FOR APPROVAL**

The Director of Human Resources submitted the following candidates for approval:

- a) John Kilcoyne as Director of Finance
- b) Gareth Yore as Director of Human Resources
- c) James O'Higgins Norman as Professor, School of Human Development

**The Authority approved all of the above appointments and congratulated those appointed. The Authority looks forward to working with the newly selected Directors of Finance and Human Resources who were selected following a formal open selection process.**

**14. ANY OTHER BUSINESS**

There was no other business. The Chancellor thanked members and executive for their work in 2022 and wished them well for Christmas and 2023.

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Chancellor

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Date

**Action Items:**

#	Action	Responsibility	Deadline
1	Presentation from the Director of Student, Support and Development. The presentation should include Critical Incident Response and Lessons Learned on the sudden passing of a student.	Director of SS&D	2022/2023
2	Circulate Organisation Diagram	Deputy President	When complete
3	Report on DCU Educational Support Services, Educational Trust and Office of Student Life.	Marian Corcoran, Cathal Marley and Marie Sinnott	H1 2023
4	ECIU Presentation	VP for Academic Affairs	2023

**Items to be tracked:**

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