



Ollscoil
Teicneolaíochta
an Atlantaigh

Atlantic
Technological
University

Minutes of the 21st ATU Governing Body Meeting

Held on Monday 11th December 2023 at 9.30am

Boardroom, Galway City Campus and MS TEAMS

Present:

Maura McNally (Chairperson) – online	MMcN
Dr Orla Flynn (President) – in person	OF
Barry Breslin – in person	BB
Dr Brian De Souza – in person	BDS
Dr Brian McCann – in person	BMcC
Dara Foynes – online	DF
Felim McNeela – online	FMcN
Jeremiah Egberongbe – online	JE
Joe Cunningham – in person	JC
Dr John Bartlett – in person	JB
John Daffy – online	JD
Dr Martin Robinson – online	MR
Mary McGinley - online	MMcG
Michael Geoghegan – online	MG
Michael Gilvarry – online	MGil
Oonagh Monahan – in person	OM
Prof. Rachel Ashworth – online	RA
Regina Daly – in person	RD
Séamus Hughes – in person	SH
Ursula Cox – in person	UC

In attendance:

Jim Fennell (Secretary) – in person	JF
Carol Geraghty (Recording Secretary) – in person	CG
Michael Hopkins – online – Agenda item 4.2	MHo
Elizabeth McCabe – in person – Agenda items 4.4 & 4.9	EMcC
Dr Billy Bennett – in person – Agenda items 4.6 & 4.11	BBen
Henry McGarvey – in person – Agenda Items 4.7, 4.8 & 6.1	HMcG
Michael Heneghan – online – Agenda item 5.1	MHe
Jacqueline McCormack – online – Agenda item 5.3	JMcC
Dr Des Foley – in person – Agenda item 7.3	DF
Chris O'Malley – in person – Agenda item 4.9	CO'M

Apologies : Anne McHugh, David Minton, Sarah Mohan, Joanne Grehan.

MMcN welcomed new members and thanked all existing and former members for their service.

GB 21.01 Declaration of Conflicts of Interests

There were no conflicts of interest declared at the meeting.

GB 21.02 Approval of Governing Body Minutes

GB 0021.02.1 Minutes of 6th November 2023

Decision The minutes were approved on the proposal of OM and seconded by UC

GB 0021.03 Matters arising and correspondence.

GB 0021.03.01 Governing Body Log of Action Items

The log of actions items was reviewed and an update on the high priority actions was provided by OF & JF:

- Foundation DAC – HEA have replied to say that this is a matter for DFHERIS and asked to be kept informed of progress. JF awaiting a reply from DFHERIS and confirmation of a date for a meeting. OF gave overview of requirement for a Foundation DAC and progress to date.
- Strategic Plan – update is an agenda item for the meeting.
- ICT & Bad Debts – will be reviewed as part of ARC documents which is an agenda item for the meeting.

GB 0021.03.02 Correspondence from HEA and DFHERIS

JF advised the meeting that the revised deadline for responses to the “Protocol Underpinning the Exercise of Legislative Provision by the HEA” is 8th January. The Secretaries to TU Governing Bodies are collectively reviewing the document and will provide the outcome of their deliberations to assist each TU in making a response.

Action: Provide response to HEA Protocol.

JF summarised the correspondence from DFHERIS re Ministerial nominees to the Governing Body.

Action: Ministerial nominees to decide if they wish to continue to serve on GB

Action: JF to write to DFHERIS / Minister re Ministerial nominees.

GB 0021.04 Items for Approval

GB 0021.04.1 Code of Conduct for Governing Body Members

JF provided a summary of the proposed document & thanked new GB members for attending induction training. OF shared information about work ongoing at sectoral level with the IPA on governance of the Technological Universities. There was some discussion on *Section 1.4.2 Information*, specifically on confidentiality; and *Section 1.4.5 Loyalty*, what it means in practice for GB members.

Action Amended document to be an agenda item for the February meeting.

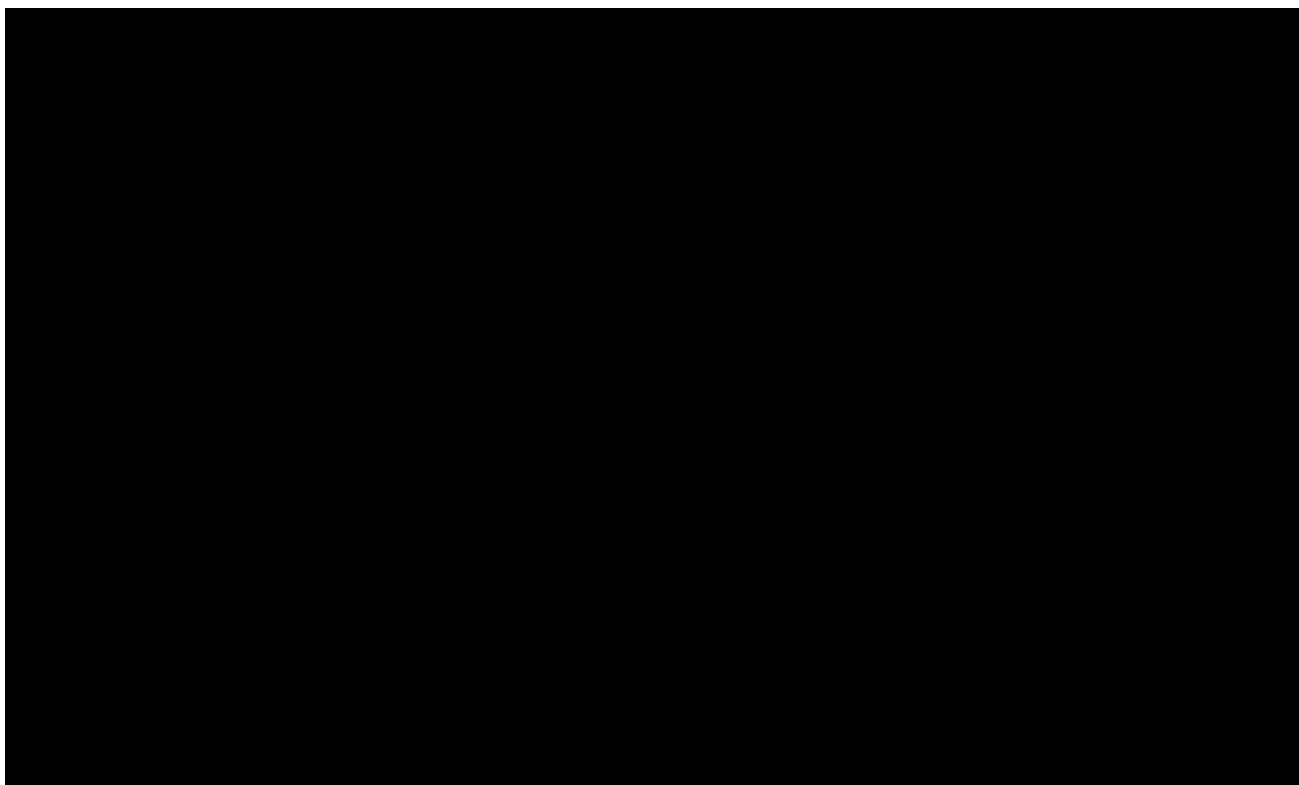
GB 0021.04.2 Corporate Procurement Plan

Mary McG advised the meeting that the Corporate procurement Plan had been reviewed by ARC & recommended to GB for approval. The meeting agreed to the inclusion of a reference to Human Rights in Section 2.1 Corporate Procurement Plan Objectives.

Decision The Corporate Procurement Plan was approved subject to the above amendment on the proposal of MMcG and seconded by JB.

GB 0021.04.3 Staff Appointments

The following staff appointments were presented to the Governing Body for approval:



Decision The above posts were approved on the proposal of MMcN and seconded by UC.

GB 0021.04.4 Updated Bank Mandate

JF explained that the intention of the update to the bank mandate is to reduce the number of authorised Bank signatures. MMcG conformed that this update has been reviewed and recommended by the ARC.

Decision The update to the bank mandate was approved on the proposal of OM and seconded by UC.

GB 0021.04.5 Amendment to Standing Orders

JF summarised the proposed changes. Members discussed confidentiality and how decisions are documented in meeting minutes. Members were reminded that they have the opportunity to review, comment on and request amendments to meeting minutes before they are approved and published. Two amendments were agreed:

Section 11.6.1 replace with *Members of the Governing Body or of any Committee established by the Governing Body pursuant to the Act shall respect the confidentiality of proceedings and shall not*

disclose to any person not a member of the Governing Body or Committee any matter considered by the Governing Body or Committee to be of a confidential nature”.

Section 11.6.2 -add text from TU Act 2018 Schedule 1 10 (4) *“In this paragraph “confidential information” includes—*

(a) information that is expressed by the governing body to be confidential either as regards particular information or as regards information of a particular class or description, and

(b) proposals of a commercial nature or tenders submitted to the governing body by contractors, consultants or any other person.”

And amend to read *“discussions that occur at Governing Body meeting remain confidential until a decision has been made, at which point decisions may be shared but the individual contributions of members to the discussion should not be identified”.*

Decision Approval of the update to Standing Orders, subject to the amendments documented above, was proposed by OM and seconded by MMcN

GB 0021.04.6 Honorary Awards Policy

BBen gave an overview of the content of the policy. OF stated that this policy had significant support at Academic Council. In response to a question about how people would be considered for an honorary award, OF advised that there would be a call for nominations, to issue in the new year.

Action Add review date to policy.

Action Policy to be reviewed by GB after 1 year.

Decision The Honorary Awards Policy was approved on the proposal of OF and seconded by FMcN.

GB 0021.04.7 Expansion of Apprenticeship Provision

HMcG advised that ATU applied for 66 additional apprenticeship blocks, of which 51 additional blocks were approved. HMcG gave an overview of the process followed to obtain approval for the expansion of ATU's apprenticeship provision. Total capital cost of the project is €10,136,012 of which €8,188,876 will be funded from HEA capital grant allocation and ATU must fund the balance of €1,947,136. Members welcomed the expansion of ATU's apprenticeship provision, stating that it will be very valuable to the region but expressed concern about the availability of student accommodation.

Decision The project and related request for a contribution of €1.947m from the university's reserves to finance the capital investment was approved on the proposal of OM and seconded by FMcN.

GB 0021.04.8 Sligo College EEDPP (Proceed to Tender)

HMcG provided an overview of the project. The total cost of the project is ████████ of which €0.2M has been spent to date on design fees, etc, ████████ will be provided by HEA capital grant allocation and the balance of €1.65M to be funded from ATU reserves.

Decision The project and related request for a contribution of €1.65M from the university's reserves to finance the capital investment was approved on the proposal of BMcC and seconded by UC.

GB 0021.04.9 Sligo Leitrim ITS Regional Development Projects DAC (AIM Centre)

OF provided an overview of the set-up of this DAC, which was a joint venture formed between IT Sligo, Sligo County Council and Leitrim County Council, before the establishment of ATU. EMcC provided a presentation on the finances and the legal advice. The status of this DAC and the contribution requested from ATU was reviewed by the ARC who recommended that ATU fulfil on IT Sligo commitments to the project subject to seeking legal advice. Members are supportive of the DAC and its work and requested a continued focus to be on ensuring the necessary legal framework and appropriate governance structures are in place to assure its success. In response to a question about on-going funding CO'M outlined opportunities available for funding from industry, Enterprise Ireland and the EU.

Action Convene the Finance Subcommittee to review the financial report.

Decision On the proposal of JB and seconded by BMcC the meeting approved the funding of €240,000 subject to complying with the legal advice, receiving approval from the relevant authorities (HEA / DFHERIS) and the Finance Subcommittee.

GB 0021.04.10 Governing Body Appeals Committee – Appointment of Members

JF advised that two student appeals need to be conducted in December under the legacy GMIT policy. According to the Student Code of Conduct, the Governing Body Appeals Committee shall be composed of three members of the Governing Body, the President of the Students' Union or their nominee and one Head of Centre/School or Head of Department not connected with the case. MMcN, FMcN & OM are current members of the committee. MMcN advised that she is unable to serve on this appeal hearing. JC agreed to replace MMcN and chair the student appeals in December.

Action JF to contact two Heads of School / Department about joining this subcommittee for the student appeals in December.

Decision On the proposal of MMcN and seconded by BMcC the following were appointed to the Governing Body Appeals Committee:

- Sarah Mohan (Student Union President)
- One Head of School / Department
- Joe Cunningham who is also to chair student appeals committee meeting in December.

GB 0021.04.11 Fees Policy

BBen provided an overview of the Fees Policy.

Decision The Fees Policy was approved subject to an amendment to include reference to the HEA Act 2022 on the proposal of MMcN and seconded by FMcN.

GB 0021.04.12 Appointment of Trustee

OF advised members that AMcH retiring vacates a trustee position & a replacement is being sought from non-executive member of GB.

Action JF to discuss with DM the possibility of him becoming a trustee.

Decision Subject to his agreement, the appointment of David Minton as a trustee was proposed by MMcG and seconded by OM

GB 021.05

Committee & Subcommittee Updates

GB 0021.05.1.1 Risk Register

MMcG provided an overview of the Risk register which had been circulated to members in advance of the meeting. At the last review of the Risk Register there was concern that risks were increasing, this has somewhat reversed, largely down to fact that both the strategic plan and organisation structure are proceeding and many of the associated risks will be addressed. Two new risks have been added:

- (1) AIM Centre, previous Agenda item (21.04.9) and
- (2) The risk to the Donegal PPP project arising from the need to resolve title ownership of land adjacent to the campus.

Decision The risk register was approved on the proposal of MMcN and seconded by OM.

GB 0021.05.1.2 Internal Control Framework and Management Declarations

MMcG provided an overview of the internal control framework.

Decision The Internal Control Framework and Management Declarations were approved on the proposal of MMcN and seconded by UC.

GB 0021.05.1.3 Review of policies/documents already in existence – Internal Audit Charter, Anti-Fraud Policy, Anti-Corruption policy, Conflicts of Interest policy

MMcG provided an overview of updates being recommended by the ARC to the Internal Audit Charter, Anti-Fraud Policy, Anti-Corruption policy, Conflicts of Interest policy. These were circulated to members in advance of the meeting.

Decision Updates recommended by ARC to the Internal Audit Charter, Anti-Fraud Policy, Anti-Corruption policy and Conflicts of Interest policy were approved on the proposal of MMcG and seconded by MMcN.

GB 0021.05.1.4 New policy – Capital Development Reserve Policy.

MMcG advised that this policy has been separately reviewed and recommended for approval by the Finance Subcommittee and ARC. OF advised that the maximum annual transfer amounts specified on page 5 of the document is based on correspondence received from the HEA, previously shared with GB. OF provided some background information to members, explaining that the HEA and C&AG (Office of Comptroller and Auditor General) had expressed concern at a sectoral level about transfers of surplus to capital reserves.

Decision The Capital Development Reserve Policy was approved on the proposal of MMcN and seconded by FMcN

GB 0021.051.5 ARC Annual Report

MMcG summarised the report circulated to members, stating that the ARC is working well; advised that the membership has a broad skill base and experience in working in other areas of the public sector which brings a unique perspective to the ARC and gives valuable insights to private sector members. She acknowledged the work of Ann McHugh as ARC Chair and the support provided to ARC by members of the executive Jim Fennell, Paula Corless and Michael Henehan.

Action GB to write to Ann McHugh thanking her for chairing ARC.

GB 0021.05.1.6 Annual review of Systems of Internal Control

MMcG gave a summary of the annual review of systems of internal control; the status of internal audit findings (one finding); and details of meetings held with the Executive and C&AG. The C&AG did not note any matters to be brought to the attention of Governing Body, they are satisfied with how audits are progressing and asked that financial statements be provided as early as possible in 2024, with the deadline being 31st March. C&AG stated they would prefer that the deadline for submission of financial statements be extended rather than providing incomplete financial statements requiring amendments afterwards. The C&AG audit is scheduled for Q2 2024.

Action Hold a joint meeting of ARC and the Finance Subcommittee to ensure clarity as to their respective terms of reference.

Decision The Annual review of Systems of Internal Control was approved on the proposal of UC and seconded by SH.

GB 0021.05.1.7 Charities' Code Compliance Record Form

The Charities Code Compliance Form was presented to the meeting by MH.

Decision The Charities Code Compliance Record Form was approved on the proposal of DF and seconded by SH

GB 0021.05.1.8 Update to ARC Terms of Reference (TOR)

The TOR were reviewed by ARC and it is not recommending any changes to its TOR at this time.

Decision No changes required to the ARC TOR, this was approved on the proposal of MMcN and seconded by OM.

GB 0021.05.1.9 ARC recommendation re ICT security committee.

JF advised the meeting that the oversight of ICT security was discussed by ARC, who are recommending the establishment of a subcommittee of ARC to look at ICT security. This subcommittee will consist of two members of the ARC and members with ICT expertise who will be invited to join. Terms Of Reference to be agreed. MMcN reminded members of a recommendation from Internal Auditors that there would be a dedicated committee to review ICT security.

Action Agree TOR for ICT Security Subcommittee

Decision The establishment of an ICT Subcommittee was approved on the proposal of MMcN and seconded by OM

GB 0021.05.1.10 Appointment of ARC Chair & Members

On behalf of the GB, the Chair thanked Ann McHugh for her service to ATU – AmcH is stepping down from GB and therefore resigning as Chair of ARC. MMcN in addition thanked Mary McGinley, who is also resigning from GB and has kindly agreed to continue to serve on ARC as a non-GB member. JC will take over as chair of ARC. MMcG confirmed that she is happy to continue to serve on the ARC and she welcomes JC appointment to GB and as ARC chair. JF outlined ARC membership requirements, current TOR requires an additional two non-executive GB members to serve on the ARC.

Action JF to talk to David Minton and Joanne Grehan about possibility of joining the ARC.

Decision Appointment of Joe Cunningham as ARC chair proposed by MMcN and seconded by MMcG

Decision: Appointment of Mary McGinley as a non-GB member of ARC proposed by JC and seconded by MMcN

GB 0021.05.1.11 SIPO declaration

As required by Section 17 of the Ethics in Public Office Act 1995, GB members must complete a Statement of Interests for 2023 and return it to ATU by 31st January 2024. A copy of the Statement of Interests has been included with papers circulated to members for the meeting. The Secretary and members of the Governance team are available to support members in completing this document.

Action GB Members are requested to complete their SIPO declaration for 2023 and return it to JF by the deadline of 31st January 2024

GB 0021.05.2 Appointment of members to Finance Subcommittee

FMcN has identified a non-GB member who is willing to join the Finance Subcommittee - Conor Murphy, currently site director of Abbott Diagnostics, Longford

Decision The appointment of Conor Murphy as a non-GB member of the Finance Subcommittee was approved on the proposal of FMcN and seconded by SH.

GB 0021.05.3 Report from EDI meeting held on 13th November 2023

JMcC gave an update from the EDI Subcommittee meeting held on 13th November 2023.

Decision: John Daffy and Regina Daly were appointed to the EDI Subcommittee.

The meeting adjourned to enable members to attend a meeting with the Minister for Further & Higher Education, Research, Innovation & Science Simon Harris, TD.

GB 021.06 Update on Building Projects

As an update on Buildings Projects was provided to the Minister and the Governing Body members, this item was taken as read.

Meeting reconvened at 12.30 with FMcN in the Chair following the departure of MMcN.

GB 021.07 Presidents Report

GB 0021.07.1 President's update to Governing Body

OF summarised her report and specifically referenced:

- meetings between TU Presidents and the new Secretary General of DFHERIS Colm O'Reardon & the Taoiseach;
- National discussions re TU organisation structures ;
- information about THEA and a potential TU representative group including all TU's;
- summary of the 2023 conferring ceremonies;
- information about TSAF & TU RISE funding applications;
- details of the Dennis Murphy art collection launch and the Arts Council Collection on loan to ATU, along with recent news of ATU graduate, Taim Haimet, being awarded the prestigious Taylor Art Award, details available on the News page of the ATU website.

GB 0021.07.4 Change Management and Organisation Design

OF shared a presentation summarising the work completed to date on identifying suitable executive, academic and PMSS structures for ATU including the design principles used, working titles for executive positions and how the proposed structures were developed. In response to a question about recruitment, OF advised that the executive positions will be advertised externally, and open to internal and external applicants. A further update will be shared at the February GB meeting.

GB 0021.07.3 Strategic Plan Update

OF & DF shared a draft of the strategic plan with the meeting. The Strategic Development Subcommittee will be involved in finalising the strategic plan and it is expected to have this for GB approval at the February meeting. Members welcomed the progress to date. Some discussion took place about links between the strategic plan and GB decision making, the organisation structure, the TU Act and the HEA Compact and the role of the Strategic Development Subcommittee and as part of this discussion on the plan there was a suggestion that a SWOT analysis should be included.

GB 021.08 AOB

GB 0021.08.1 Report on Students in Hardship from the Students Union

BB gave apologies from SM and summarised the presentation shared with GB members. FMcN thanked the SU for their work on the presentation.

GB 0021.08.2 Governing Body Workplan

No amendments were requested to the GB Workplan, the meeting requested an update on the ATU Dignity at Work Policy and requested that the workplan include presentations from coal-face practitioners across ATU.

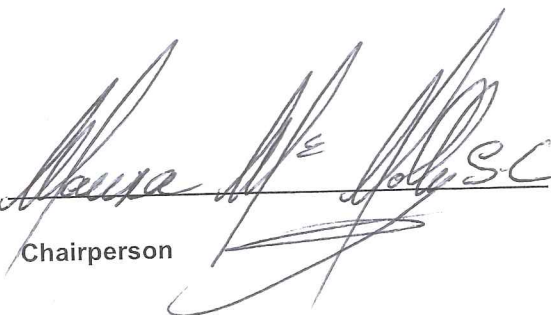
GB 0021.08.3 AOB

If SM is not available, BB has agreed to be the student representative at the upcoming student appeal.

Decision Approval for BB to be the student representative at the upcoming student appeal if SM is not available on the proposal of OF and seconded by OM

FMcN thanked the executive, staff & GB members for their hard work throughout the year. 2023 is ending on a positive note in light of the Minister's announcement and progress on the Strategic Plan. Wishing everyone a Happy Christmas and continued success for ATU in 2024.

Signed:


Chairperson

Date:

25/3/24