

MINUTES OF MEETING OF THE GOVERNING BODY

HELD ON TUESDAY 31 JANUARY 2023 AT 10.00 A.M.

Via TEAMS & BOARDROOM, T.K. WHITAKER BUILDING

PRESENT IN THE BOARDROOM

Mr. Patrick W. Malone, Chairman
Dr. Diarmuid O’Callaghan President
Mr. Fergus Grimes
Cllr. Clifford Kelly
Ms. Anna Shakespeare
Mr. Bill Sweeney

PRESENT VIA TEAMS

Ms. Aprilanna Barker
Ms. Niamh Fallon
Ms. Amanda-Jane Gainford joined at 11.00 a.m.
Cllr. Nick Killian
Dr. Fiona Lawless joined at 10.07 a.m.
Ms. Marianne Lyons
Mr. Eddie Maguire
Ms. Brenda McGeeney
Mr. Aidan McKenna
Ms. Isabell Murphy
Cllr Damien O’Reilly
Ms. Sadie Ward McDermott joined at 10.05 a.m. left at 10.36 a.m. and re-joined at 12.00.

IN ATTENDANCE VIA TEAMS

Ms. Imelda Reynolds, Partner, Beauchamps Solicitors – Agenda Point 1 left at 10.46 a.m.

IN ATTENDANCE IN THE BOARDROOM

Mr. Hugh Nolan, Vice President Finance, Resource and Diversity / Secretary to Governing Body
Ms. Irene McCausland, Vice President for Strategy, Communications & Development (“VP SCD”) – Agenda Point 2
Mr. Aidan Browne, Head of Innovation & Business Development – Agenda Point 2

The meeting commenced at 10.03 a.m.

Declarations of Interest

None identified.

The Chair reminded members they could identify a possible conflict of interest at any stage during the meeting.

The Chair welcomed Dr. Diarmuid O'Callaghan to the Institute and on behalf of Governing Body wished him every success on his appointment to the Institute.

G.301.1 HEA Act Training

The Chair introduced Ms. Imelda Reynolds. Ms. Reynolds provided a PowerPoint presentation on the most pertinent changes in legislation as a result of the HEA Act.

A Q&A session followed.

The Chair thanked Ms. Reynolds for her presentation.

Ms. Reynolds left the meeting at 10.46 a.m.

Academic Nominee to Governing Body

Dr. Fiona Lawless queried the vacancy of the second Academic Nominee to Governing Body. The Secretary provided an explanation on the timelines of the election of this nominee, the subsequent board meeting of LMETB and the HEA Act being signed into legislation. These timelines and sequence of events were outside the control of the Institute and there was no legislative footing for this nominee to be appointed to the Governing Body. The Chair endorsed the comments made by the Secretary and reiterated this was as a result of change in legislation.

G.301.2 Innovation & Business Development Presentation & Update on 'Spinout' Companies

The Chair introduced Mr. Aidan Browne and provided an overview of numerous projects and initiatives they are mutually involved in.

Mr. Aidan Browne, Head of Innovation & Business Development provided members with an overview of this function within the Institute. Mr. Browne gave a PowerPoint presentation on the work carried out of the Regional Development Centre, the various spin out companies formed to date, royalty income received, and recent changes to the Intellectual Property Policy etc.

Numerous members noted their interaction with the Innovation and Development function, all sighting its importance within the Institute not only as an outward facing function but also the assistance it provides part of programmatic development and other academic processes.

Ms. Irene McCausland, Vice President for Strategy, Communications & Development, reiterated comments by Governing Body members and complimented Mr. Browne and his team on their wide regional reach, given their small size but highly developed skills.

The Governing Body also noted the update on the spin out companies (document enclosed in meeting pack).

G.301.3 Minutes of Meeting G.300 held on 13 December 2022

The minutes of the Governing Body held on 13 December 2022 were approved subject to the edits discussed.

Proposed by: Fergus Grimes
Seconded by: Anna Shakespeare

G.301.4 Matters Arising

The Chair referred to single agenda special purpose meeting proposed at the Governing body meeting of 13 December 2022. The Chair advised he has spoken to numerous members on this matter. The Chair reaffirmed his support for the Executive and Sustainability Plan and referred to his resignation from Academic Council.

It was proposed that a statement is drafted on behalf of the Governing Body by the President and Chair to again underline all parties support for the Sustainability Plan.

Proposed by: Clifford Kelly
Seconded by: Bill Sweeney

Unanimous agreement to this motion.

G.301.5 Executive Board's Report

The Executive Board's Report was noted.

Personnel Report

Recent progression and appointments were noted and confirmed.

G.301.6 HEA Oversight Agreement

The Secretary advised members the purpose of the HEA oversight agreement is to set out the broad governance and accountability framework required of DkIT by the HEA. It sets out the key responsibilities which form the basis of the relationship between the HEA and DkIT.

Governing Body noted the HEA Oversight Agreement.

**G.301.7 Finance & Audit Risk Committee (FAR)
Minutes of Meeting M.227 held on 22 November 2022**

The minutes of the Finance, Audit & Risk Committee, M277 dated 22 November 2022 were noted.

Minutes of Meeting M.228 held on 6 December 2022

The minutes of the Finance, Audit & Risk Committee, M228 dated 6 December were noted.

The FAR Chair provided a verbal overview of the meeting held on 24 January drawing member's attention to an emerging situation regarding the underfunding of sectoral agreed pay increases. The FAR Chair referenced the Mazars Report and the recommendation therein to build such funding into financial projections.

The Secretary provided an overview of the actions being taken across the sector regarding these funding shortfalls.

Intellectual Property Policy & Changes Summary

DkIT have performed a detailed review of the existing IP Policy and are now recommending it is updated to account for the recommendations of recently commissioned national reviews. These national reviews were across all Higher Education Institutions and were on behalf of the HEA.

Proposed by: Clifford Kelly
Seconded by: Fergus Grimes

Charity Regulators Return for the year ended 31 August 2022

All Governing Body members with the exception of the President, staff members and student members of the Institute are deemed to be Trustees for the purposes of the Charities Act 2009.

The Charities Governance Code details the minimum standards a charity should meet to effectively manage and control their charity. These controls are based on legal requirements and best practice. It specifically aims to help charity trustees to implement good governance systems and processes in assisting them in carrying out their duties.

Proposed by: Anna Shakespeare
Seconded by: Clifford Kelly

HASS / HALT Tender

The tender relates to the procurement of a HASS/HALT Environmental Testing Chamber. The tender is fully funded as part of the research project. The Governing Body previously approved a tender in June 2022 however the supplier has failed to 'stand over' the pricing quoted at that time. The Institute have therefore had to re-tender for this equipment.

Proposed by: Fergus Grimes
Seconded by: Anna Shakespeare

Bank Mandate

The detail changes to the bank mandate. Signatories in Panel B and Panel C have changed due to recent staffing changes / staff availability, as per document enclosed in member's meeting packs.

Proposed by: Fergus Grimes
Seconded by: Patrick W. Malone

New FAR Member

The FAR Committee have recruited a new external member, Mr. James McMahon, to replace Mr. Brendan Murtagh who has recently stood down from the committee.

Proposed by: Clifford Kelly
Seconded by: Patrick W. Malone

Members requested the Secretary to correspond with Mr. Brendan Murtagh thanking him for his service to DkIT and valuable contributions.

Proposed by: Bill Sweeney
Seconded by: Anna Shakespeare

G.301.8 Land and Buildings Committee Meeting
The Minutes of Land and Buildings Committee L&B 25 dated 5 December 2022 were noted.

G.301.9 Academic Council Minutes of Meeting No 183 dated 14 October 2022 (draft presented on 13 December 2022)
The Academic Council Minutes No. 183 dated 14 October 2022 were noted.

G.301.10 EDI Committee
EDI004 Minutes of Meeting dated 21 March 2022 (draft presented on 3 May 2022)
The Minutes of EDI Committee Minutes dated 21 March 2022 were noted.

EDI005 Minutes of Meeting dated 3 June 2022
The Minutes of EDI Committee dated 3 June 2022 were noted.

EDI006 Minutes of Meeting dated 13 October 2022
The Minutes of EDI Committee dated 13 October 2022 were noted.

Gender Pay Gap Report

The Secretary provided an overview of the Gender Pay Gap Report. The gender pay gap is the difference in the average hourly wage of men and women across a workforce. It compares the pay of all working men and women; not just those in similar jobs, with similar working patterns or with similar competencies, qualifications or experience.

The Governing Body noted the Gender Pay Gap Report.

G.301.11 AOB
A discussion ensued regarding an update on TU related matters. The President advised it is his intention to brief Governing Body at the next meeting. It was agreed the Chair of the TU Project Governance & Oversight Committee would meet in advance of such a briefing to determine if this would need to be first presented to that subcommittee.

Dr. Fiona Lawless reiterated her concerns on the second academic nominee on Governing Body. Dr. Lawless referenced an explanation by the Secretary however she felt this was a matter of concern given the Institute is in a period of change. The Secretary to the Governing Body again referred to the legislation around appointments and the current 'void' preventing the appointment. The Secretary also referred to recent conversations had with the Minister's Office on this matter.

Bereavements

Recent bereavements noted and a minute of silence was held.

Meeting concluded at 12.42.

Patrick W. Malone Chairman

Date