

MINUTES OF MEETING OF THE GOVERNING BODY

TUESDAY 24 FEBRUARY 2026 @ 10:00am

BOARDROOM, T.K. WHITAKER BUILDING & MS TEAMS

Participants:

Prof. Thomas (Tom) Collins	Chair
Dr. Diarmuid O'Callaghan	President
Ms. Anna Shakespeare	
Ms. Ann Marie Lacey	
Ms. Antoinette Rourke	
Ms. Ciara O'Shea	
Dr. Fatima Hamroush	
Mr. Gerard O'Brien	
Mr. Martin Long	
Mr. Patrick W. Malone	
Ms. Paula McCaul	
Mr. Richard Hanlon	

Online via Teams:

Mr. Tommy Fanning
Prof. Paul Moynagh
Ms. Madeleine Thornton

Apologies:

Dr. Jennifer Brennan
Ms. Tobi Bewaji

Attending:

All agenda points:

Ms. Caroline Pigott	Secretary to the Governing Body and Vice President for Finance & Corporate Affairs ("Secretary" / "VP FCA")
Ms. Valerie Ward	President's Office

In attendance for Agenda Item 1:

Ms. Irene McCausland	Both Joined at 10:01 and left at 11:05 Vice President of Strategic Planning, Communications and Development
Ms. Imelda Reynolds	Beauchamps

Meeting commenced at 10:00 a.m.

Declarations of Interest

None.

- G.325.1 Advancing DkIT QUB Partnership**
Presentation on legislation options for DkIT QUB Partnership by Imelda Reynolds, Partner, Beauchamps
The Chair welcomed the Beauchamps representative to the Governing Body meeting. The representative provided a verbal presentation on legislation options.

Discussion and Q&A followed the presentation.

The Chair thanked the Beauchamps representative for attending the meeting and outlining legislation options. The Chair mentioned further conversations will be held at a later date to discuss in more detail.

The Beauchamps representative and Ms McCausland left the meeting at 11:05 a.m.
- G.325.2 Draft Minutes of Meeting (G324) dated 27 January 2026**
The Draft Minutes of Meeting G324 held on 27 January were approved.

Proposed by: Ms Ciara O’Shea
Seconded by: Mr Martin Long
- G.325.3 Matters Arising**
None.
- G.325.4 President’s Report & Personnel Report**
The President walked members through the President’s Report, drawing attention to the most pertinent aspects.

Recent appointments and progressions across the Institute noted.
- G.325.5 Advancing DkIT QUB Partnership – Possible Governance oversight**
The Chair suggested the Governing Body meeting scheduled for Tuesday 19 March is postponed to Monday 23rd March 2026.

This meeting would commence with normal meeting agenda and strategy meeting to discuss Queen’s University in more detail in the afternoon.

The VP for Finance & Corporate Affairs highlighted to the Chair that Programmes & Budgets need to be completed prior to the 19 March. The Chair agreed that the review and approval can be done via email and formally noted at the next Governing Body meeting.
- G.325.6 Audit Risk Committee (ARC)**
a) Minutes of Meeting ARC 009 dated 28 October 2025
The minutes of meeting ARC009 dated 28 October 2025 were noted.

The ARC Chair provided a verbal comprehensive update on Audit Risk & Compliance (ARC) meeting dated 17 February 2026.

b) ARC Terms of Reference

The ARC Committee reviewed the enclosed Terms of Reference at their meeting on 17 February 2026 and recommended for approval by Governing Body, subject to any queries or clarifications.

The Governing Body approved the ARC Terms of Reference.

Proposed by: Mr Paddy Malone

Seconded by: Ms Ciara O'Shea

c) Annual Governance Statement for the year ended 31 August 2025

The Annual Governance Statement requires DkIT to confirm compliance or otherwise with a series of reporting requirements arising from the Code of Practice for the Governance of State Bodies as expressed by the sectoral codes of governance, and other items which form part of the HEA's expectation of best practice and governance in the higher education sector (government circulars, legislation, etc.).

The ARC Committee adopted the Annual Governance Statement for the year ended 31 August 2025 and recommend for approval by Governing Body.

The Governing Body approved the Annual Governance Statement for the year ended 31 August 2025.

Proposed by: Mr Gerry O'Brien

Seconded by: Mr Martin Long

DkIT Sport Ltd and for DkIT Connect (DAC)

In addition to the preparation of an Annual Governance Statement for the Institute a similar report of compliance has been prepared for the two trading subsidiaries; DkIT Sport Limited and DkIT Connect DAC. These 'sub' Annual Governance Statements have been reviewed by the Board of Directors of these subsidiaries and were brought forward to the ARC Committee for approval.

The ARC Chair sought clarification on rotation of Directors (gender balance) and frequency of meetings.

The ARC Committee adopted the Annual Governance Statement for the year ended 31 August 2025 for DkIT Sport Ltd and for DkIT Connect (DAC) both for the same period and recommend for approval by Governing Body.

- The Governing Body approved Annual Governance Statement for DkIT Sport Limited for the year ended 31 August 2025.

Proposed by: Mr Paddy Malone

Seconded by: Ms Anna Shakespeare

- The Governing Body approved Annual Governance Statement for DkIT Connect (DAC) for the year ended 31 August 2025.

Proposed by: Ms Ciara O'Shea

Seconded by: Ms Anna Shakespeare

d) Risk Register: Institute Risk Register; Risk Management Policy (Update)

Institute Risk Register

The ARC Committee last reviewed the Institute Risk Register in June 2025, the Risk Register should be reviewed by the Committee twice in any one year. The VP FCA and President provided an overview of each risk (likelihood, expected impact, current controls, possible additional controls etc.) at the ARC meeting on the 17 February.

Institute Risk Management Policy

The Risk Management Policy provides the framework for the preparation of the Risk Register.

Risk Acceptance Forms are prepared in instances where the current net risk rating is in excess of the risk appetite for that category of risk. These forms provide additional detail to that noted in the Risk Register and also provide the opportunity for the ARC Committee to gain a greater understanding of the various drivers and controls for each of these risks.

Risk 113 – Student Progression Rates

The Data Analyst provided a deep dive into this risk to the ARC committee. The focus of this analysis was the progression rates of New Entrants in the academic years 2016/17 to 2022/2023 relative to national benchmarks.

The ARC Chair recommended the Governing Body would benefit from this presentation from the Data Analyst at the strategy day.

The ARC Committee adopted the updated Institute Risk Register and recommended for approval by Governing Body.

The Governing Body approved the updated Institute Risk Register

Proposed by: Ms Ciara O'Shea

Seconded by: Mr Martin Long

e) Memo Consultancy Policy at DkIT review/Consultancy Policy DkIT

The Consultancy Policy at DkIT review memo highlights areas of the policy that need to be reviewed and updated.

The ARC Committee noted the memo and recommended for noting by the Governing Body.

The Governing Body noted the Memo on Consultancy Policy at DkIT.

f) Royalty payments from DkIT Spin-out company Nova Leah calendar year 2024

Nova Leah, a Dundalk Institute of Technology spin-out, had carved itself a niche in the supply of products to analyse the cybersecurity risk of connected medical devices. The technology of Nova Leah entailed an automated platform solution for monitoring medical devices to protect them from cybersecurity threats. DkIT had an IP Licence agreement with Nova Leah for annual royalties.

The VP for Finance & Corporate Affairs along with the President provided a verbal brief on the DkIT Spin-out-company. The VP FCA outlined that on 16 February 2026 a member of staff from DkIT Finance attended a creditors' meeting with appointed liquidators of Nova Leah, having been notified that the company had gone into voluntary liquidation. DkIT was listed as an unsecured creditor with €22,476 due from Nova Leah. This amount will likely be requested for write-off given limited available funds within the company.

The ARC Committee noted the memo and recommended for noting by the Governing Body. The Governing Body noted the above.

g) Protected Disclosures – PDA1 – Reporting to DEPR 2025 Protected Disclosure Annual Report 2025

The ARC Committee adopted the Protected Disclosures PDA1 and recommend it for approval by Governing Body.

The Governing Body approved Protected Disclosures Reports which was a “nil” return.

Proposed by: Ms Anna Shakespeare

Seconded by: Mr Gerard O'Brien

h) Audit, Risk & Compliance Committee Annual Report 2025

The ARC Committee Annual Report details the activities of the Committee for the calendar year 2025. It supplements the minutes of the various meetings (as presented to and noted by Governing Body).

The ARC Committee recommended to Governing Body for noting.

The Governing Body noted the ARC Annual Report.

i) Travel Policy

The ARC Committee recommend the Travel Policy presented at the recent ARC meeting to Governing Body for noting. The Governing Body noted the Travel Policy.

Other:

The ARC Chair informed the Governing Body the ARC Annual Self-Assessment will be completed off line and presented at a later date to the Governing Body.

The Chair thanked the ARC Chair for his comprehensive reporting.

G.325.7

AOB

Change of date for GB Meeting originally scheduled for Tuesday 19 March.

Discussed under Agenda Item (G.325.5) wherein the Governing Body agreed to the change of date and to hold a Strategy Day on the 23 March 2026.

The Finance Chair invited Governing Body members to a Cross border conference next Tuesday 03 March 08:30 a.m. in the Carrickdale Hotel, Newry Road, Dundalk.

Bereavement

Recent bereavements noted followed by a minute's silence.

Meeting concluded at 11:45.

**Professor Tom Collins
Chair
Governing Body**