Incorporating any amendments approved at subsequent Board meetings

Minutes of Board Meeting of 15 June 2016

Present
Provost (Dr P J Prendergast), Vice-Provost/Chief Academic Officer (Professor L Hogan), Senior Lecturer/Dean of Undergraduate Studies (Professor G S Martin), Registrar (Professor S P A Allwright), Bursar (Professor V Campbell), Dr O Braiden, Mr C Clancy, Mr F Cowzer, Ms K Crowther, Professor R Gilligan, Professor B M Lucey, Professor C McCabe, Professor J F McGilp, Professor M Ó Siochru, Professor D R Phelan, Professor A Seery.

Apologies
Professor W J Dowling, Professor S M Draper, Professor E Drew, Ms S Dunphy, Mr D Frost, Mr G J Garrah, Ms M Kenny, Mr T Keohane, Professor C O’Farrelly, Professor D O’Neill, Ms L Ruane.

In attendance
Assistant Secretary to the College (Acting) (Ms S Kavanagh).

(ex officio)
Secretary to the College (Mr John Coman), Treasurer/Chief Financial Officer (Mr I Mathews).

(by invitation)
Chief Operating Officer (Ms G Ruane), Vice-President for Global Relations (Professor J Hussey).

SECTION A

BD/15-16/302 Statement of Interest
Professors Campbell, Hussey, Martin and Seery made statements in relation to a potential conflict of interest in relation to the agenda item on Annual Officers 2016, as their names would be included in the nominations. The Secretary to the College advised the Board that he had discussed the matter with those members, and recommended that they should leave the meeting for this item. This recommendation was accepted by the Board.

BD/15-16/303 Minutes - Meeting of 25 May 2016
The minutes of the Board meeting of 25 May 2016 were approved, subject to the following amendments:

BD/15-16/278 GeneSIS G1
The Board noted the Project GeneSIS Observations Report, dated 8 February 2016, as presented by the Independent Project Monitor, Mr Marcel McCann, on the basis that Recommendation 4 of the Report be emphasised i.e. “before approving Genesis G2, it would be prudent to undertake an external review of lessons learned from this phase”.

BD/15-16/290 Finance Committee
The Treasurer/Chief Financial Officer drew the Board’s attention to minute FN/15-16/125, and requested Board’s approval for amendments to 2016-17 Residential Charges. Board approved the proposed amendments to 2016-17 Residential Charges.

The Board noted the dissent of Mr Conor Clancy to the proposal.

BD/15-16/304 Matters Arising from the Minutes
BD/15-16/279 Junior Academic Staff Progressions for 2016
In response to a comment from a Board member, the Vice-Provost/Chief Academic Officer confirmed that a revised memorandum, which addresses the retention of the merit bar step, will be presented at the Board at the meeting of 22 June 2016.

**BD/15-16/305 Provost’s Report**
The Provost will provide an update to the Board on the 2015-16 Workplan at the meeting of 22 June 2016.

**BD/15-16/306 Foundation Scholarship 2016 – Additional Scholarship Award**
The Board noted and approved the memorandum, dated 8 June 2016, from the Senior Lecturer/Dean of Undergraduate Studies, and the award of an additional non-Foundation Scholarship Award for 2015-16.

In response to a comment from a Board member, the Senior Lecturer/Dean of Undergraduate Studies informed the Board that the relevant Head of School had confirmed that the recommended procedure for the correcting of scripts is in place. In addition, the Senior Lecturer/Dean of Undergraduate Studies informed the Board that she has asked the Head of School to ensure that all scripts of students achieving a minimum 2.I grade are rechecked.

**BD/15-16/307 Minor Changes to the 2010 Consolidated Statutes of Trinity College Dublin and the University of Dublin including updates to 3 March 2016**
The Board noted and approved the memorandum, dated 1 June 2016, from the Registrar:
- Correcting, by Decree, the typographical errors in the Chapters as set out in the memorandum and inviting the Visitors to approve the Decree, and
- Approving the typographical corrections in the Schedules as set out in the memorandum.

**BD/15-16/308 Honorary Degree Nomination**
The Board noted and approved the memorandum, dated 15 June 2016, from the Registrar, and the nomination for Honorary Degree, which was tabled. The Registrar informed the Board that the nomination would subsequently be presented to the Senate for approval.

**SECTION B**

**BD/15-16/309 Board Business**

(i) **Callover**
The Board noted the Board Callover from the meeting of 25 May 2016.

(ii) **Outcomes**
The Board noted the Board Outcomes from the meeting of 22 May 2016.

**BD/15-16/310 Equality Committee**
The Board noted and approved the draft minutes of the Equality Committee meeting of 18 May 2016.

**BD/15-16/311 Quality Committee**
The Vice-Provost drew the Board’s attention to the following items, which were discussed at the Council meeting of 8 June 2016:
- The Annual Faculty Quality Report - Engineering, Mathematics and Science;
- The Implementation Plan for the School of Chemistry;
- The first presentation of the Review of the School of Computer Science and Statistics.

The Board noted and approved the draft minutes of Quality Committee meeting of 1 June 2016.

**BD/15-16/312 Library and Information Policy Committee**
The Board noted and approved the draft minutes of the Library and Information Policy Committee meeting of 18 April 2016.
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BD/15-16/313 Digital Content Creation Policy and Programme
Professor Ó Síochrú, Chair of the Library and Information Policy Committee (LIPC), informed the Board that the policy, as presented, forms part of a suite of policies to implement the Library Strategy, and had been extensively reviewed and approved by the LIPC and other stakeholders.

The Board noted and approved the memorandum, dated 7 June 2016, from the Librarian and College Archivist, and the accompanying Digital Content Creation Policy and Programme.

SECTION A (resumed)

BD/15-16/314 Annual Officers
Professors Campbell, Hussey, Martin and Seery left the meeting at this point.

The Board noted and approved the nominations to Annual Office as presented in the memo from the Provost, dated 15 June 2016, which was tabled, subject to the correction of one title to Associate Dean of Undergraduate Science Education.

Professor Gilligan joined the meeting at this point.

Professors Campbell, Hussey, Martin and Seery re-joined the meeting at this point.

BD/15-16/315 Constitution and Legal Agreements to incorporate Trinity’s Commercial Subsidiary
The Provost welcomed Mr Adrian Neilan, Commercial Director, Ms Sinead Mac Bride, College Solicitor, and Mr Séamus Given and Ms Anne Corrigan of Arthur Cox who joined the meeting for this item, and invited them to introduce the extensive documentation which had been circulated.

Mr Neilan informed the Board that the implementation phase of the establishment of a new company creates significant documentation, and drew the Board’s attention to the following in particular:
- Combined Legal Overview from Arthur Cox, dated 7 June 2016;
- Draft Constitution of new company;
- Draft Loan Agreement;
- Draft IP Agreement, with approved Business Plan;
- Draft company Remuneration Committee terms of reference;
- Procurement Advices from Arthur Cox, dated 8 June 2016;
- The proposed change in name of the company to Trinity Brand Commercial Services Limited (TBCSL), which had been selected and reserved pending Board approval.

Ms Mac Bride informed the Board that she had reviewed the relevant documentation and was satisfied that the proposed company structure was the best option to achieve the commercial aims of the subsidiary. Ms Mac Bride informed the Board that, as the Secretary’s Office would monitor the governance of the legal entity, including any Intellectual Property (IP) aspects, she would therefore recommend the establishment of TBCSL to the Board as presented.

Mr Given, of Arthur Cox, informed the Board that the proposed company structure protected the University to the greatest degree possible while allowing the subsidiary to operate successfully in the commercial arena, and recommended the Board approve the establishment of TBCSL as presented.

Ms Corrigan, speaking as a tax expert from Arthur Cox, informed the Board that she had reviewed the proposal for the establishment of a company limited by shares in terms of the overall University charitable status, as a tax efficient entity and on the experience of the

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Revenue Commissioners from previous similar cases, and would recommend the establishment of TBCSL to the Board as presented.

In response to comments from Board members, the following were noted:

- Zero-hour contacts are specifically prohibited by the Terms of Reference of the Remuneration Committee;
- Investing in marketing and commercial finance professionals will ensure that high-quality staff, with skill-sets not necessarily available within the University, are recruited and retained by the subsidiary;
- the Trinity Treasurer/Chief Financial Officer would be a permanent ex officio member of the company’s Remuneration Committee, even though other members of the Committee would serve for no more than six years;
- The new subsidiary would be able to avail of the flexibility associated with the Trinity group VAT structure;
- Expenses would be in line with University policy;
- Staff remuneration would be capped in line with relevant University pay-scales;
- The pensions scheme would be a separate scheme from the Trinity pension schemes;
- The Risk Register will continue to be developed further as the implementation phase progresses;
- The draft Terms of Reference of the Remuneration Committee could be amended to clarify that the company would be bound by Trinity remuneration structures and arrangements;
- The company could make a donation of profits to Trinity, which was a charitable entity;
- The governance structure diagram will be updated to ensure responsibilities are explicit and clear;
- Any charging out between Trinity and the company for IP or services would be calculated on the basis of market rates.

In response to a query from a Board member, Ms Corrigan apologised for not providing written tax advice but confirmed that the advice as verbally stated was in line with best practise and the Companies Act 2014, takes into account the charitable status of the University and the commercial function of the subsidiary, and is consistent with previous arrangements, under similar circumstances, agreed by the Revenue Commissioners. Ms Corrigan confirmed that any royalties would be calculated using an OECD approved accounting method. Ms Corrigan reassured the Board that the verbal update, as presented, would be replicated in the written advice. The Treasurer/Chief Financial Officer informed the Board that the advice, as provided by Arthur Cox, accounted for precedent established by the Revenue Commissioners and was not considered aggressive.

In response to a query from the Provost, the Secretary to the College confirmed to the Board that that the company, along with all subsidiaries, would be within the remit of the Trinity Internal Auditor.

The Board approved the name of the subsidiary company as Trinity Brand Commercial Services Limited (TBCSL).

The Board noted and approved the recommendations of the memorandum, dated 8 June 2016, from Mr Adrian Neilan, Commercial Director, and the accompanying documentation. The Board approved the establishment of the commercial subsidiary company, TBCSL, allowing the company to be formally incorporated, subject to the external legal advisors providing a written assessment of the tax liabilities, which will be reviewed by the Provost and the Treasurer/Chief Financial Officer. The Provost will provide an update on the written advice to the Board at the meeting of 22 June 2016 under Matters Arising.

In the absence of the written tax advice, Professor Phelan asked for his dissent to be recorded.

Mr Neilan, Ms Mac Bride, Mr Given and Ms Corrigan left the meeting at this point.

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partnerships already in place. As a large provider of Health Science education and research, Trinity is a strong driver in clinical care, and this policy will provide a robust means of engaging in clinical trials with hospitals and funding agencies.

Professor Gill informed the Board that the policy has been drafted to conform to the highest standards of transparency and governance, and will enable investigators to apply to lead international trials. If adopted, the ability to sponsor clinical trials will be important in attracting the best possible clinician scientists to the University and will support the aims of Trinity Biosciences Institute (TBSI), Trinity College Institute of Neuroscience (TCIN) and the new Trinity Translational Medical Institute (TTMI). Professor Gill informed the Board that the cost of implementing the policy is modest, with the Dean of Health Sciences providing funding for a part-time, 2-year Clinical Research Associate Officer (CRAO) post.

The Vice-Provost/Chief Academic Office confirmed to the Board that the policy has been extensively discussed in several fora, and is supported by the three Faculty Deans.

The Board noted and approved the memorandum, dated 8 June 2016, from Professor Michael Gill, and the accompanying Trinity College Dublin Policy on University Sponsorship of Clinical Trials.

Professor Gill thanked the Secretary’s Office and, in addition, the staff of University College Cork for their help and advice in drafting the policy, and informed the Board that extensive operational work to implement the policy will now take place.

Professor Gill left the meeting at this point.

**BD/15-16/319**  Any Other Urgent Business
There were no items of any other urgent business.

**SECTION C**

**BD/15-16/320**  Deanship of Health Sciences (2016-2019)
The Board noted that Professor Mary McCarron has been re-elected to the Deanship of the Faculty of Health Sciences for a three-year term with effect from 4 July 2016 to the last day of Trinity Term 2019.

**BD/15-16/321**  Prizes and Awards: A.J. Leventhal Scholarship
The Board noted and approved the memorandum from the Dean of Arts, Humanities and Social Sciences, circulated, dated 24 May 2016.

**BD/15-16/322**  Tutorship Nominations
The Board noted and approved the memorandum from the Senior Tutor, circulated, dated 31 May 2016.

**BD/15-16/323**  Higher Degrees
The Board noted Higher Degrees, circulated, approved by the sub-committee of Board and Council on 8 June 2016.

**BD/15-16/324**  Intermissions of Foundation and Non-Foundation Scholarship
(i)  **Undergraduate**
The Board noted a memorandum from the Senior Lecturer/Dean of Undergraduate Studies, circulated, dated 3 June 2016.

(ii)  **Postgraduate**
The Board noted a memorandum from the Dean of Graduate Studies, circulated, dated 3 June 2016.

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BD/15-16/325  Committee Membership - Finance Committee – External Member
The Board noted and approved the nomination of Ms Caroline Curtis as an external member of the Finance Committee for a second term from 2016/17 to 2018/19.

SECTION D

In compliance with the Data Protection Acts this information is restricted.