BOARD REVIEW WORKING GROUP

CONSULTATION PAPER

JUNE 2020

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1.Context

1.1 The Board Review Working Group was established by the Board to conduct a review and submit proposals to ensure that Trinity's governance structures enable it to continue to flourish as a globally significant education and research institution. The Working Group is now inviting the College community, including alumni, to contribute to this work by participating in a consultation process.

1.2 The Working Group's discussions have been taking place in unique circumstances in recent months, with the focus of the Board and the College leadership on steering Trinity successfully through the challenges arising from COVID-19. At the same time, there is a recognition that ensuring that Trinity's governance can continue to enable its success becomes all the more critical in the increasingly complex environment in which all world-leading Universities operate.

1.3 This consultation paper has therefore been developed to allow for input and feedback as the Working Group prepares to finalise its recommendations. It sets out the position of the Working Group on the key issues in its Terms of Reference at this point in time (June 2020) and the Working Group will be informed by the feedback received as it develops its final report. The practical arrangements for the consultation process will be communicated separately to the College community.

Internal context - self-evaluation of the effectiveness of the Board

1.4 In 2018, Board conducted a self-evaluation of its own effectiveness in accordance with Section 3.1.2.3 of the Trinity College Code of Governance. This self-evaluation identified a number of challenges and areas for improvement, which are set out in paragraph 2.2. On foot of Board's consideration and discussion of the outcome of the self-evaluation and its implications, it was decided to establish a dedicated Working Group to consider the key issues arising. The Board Review Working Group was asked by Board[1] to:

" review the Board and explore alternative options with the aim to –
- encourage a strong sense of ownership and engagement by all Board members;
- enable and enhance Trinity's ability to deliver its Strategic Plan;
- ensure a robust governance structure for the University;
- enhance the effectiveness of the Board;
- ensure legitimacy, transparency and accountability;
- optimise information flows across the University;
- enable efficient and effective decision-making; and
- ensure global/national strategic alignment and oversight."

1.5 In particular, the Working Group was requested:

- To review the size, composition and terms of Board membership, including, but not limited to, selection systems to ensure that the Board has access to the skills

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[1] BD/17-18/279

and competencies required to foster effectiveness and efficiency in decision making and suggest alternatives as appropriate;
- To review the work of the Board and the agenda setting processes and give consideration to the strategic/operational balance of the items considered by the Board.
- To consider the frequency and duration of meetings and examine ways of ensuring that the time of Board members is optimised;
- To review the current combination of the role of the Chair and the Provost;
- To review Board Committees' composition and work;
- To review the balance and effectiveness of communications between the Board and Officers and Board communication generally;
- To review relevant existing legislation and Statutes and outline any amendments that would be required to facilitate those changes arising from any recommendations proposed by the Group.

1.6 The Terms of Reference and Membership of the Board Review Working Group are set out in Appendix 1.

External Context

1.7 Since the agreement to establish the Working Group, the Government moved to a second phase of consultation on possible legislative changes to the role of the Higher Education Authority and the governance of the universities as set out in the Universities Act 1997.[2] Trinity contributed to this formal consultation process, both in its own right and also as part of the IUA umbrella submission. The Provost also met the Secretary General of the Department of Education and Skills in March 2020.

1.8 At time of writing, it is understood that work is ongoing at official level on legislative drafting with a view to publication of draft Heads of Bill in the Autumn. The new Government, when in place, will take the decision on moving forward.

The Board Review Working Group – Progress to date

1.9 The Board Review Working Group first met in November 2019 and has been reporting on a regular basis to Board since January 2020 to update on progress and seek feedback on its work.

1.10   On sequencing of work, the Group decided to first consider the values and principles which should underpin Trinity's overall governance and then move to look at the particular role to be played by the Board in that context. The Group would then consider the competencies required for Board members and in light of that determination, develop recommendations on the optimal future composition of the Board.

1.11   The work of the Group has been informed by:
- the College Statutes and the national legislation currently in force;

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[2] https://www.education.ie/en/The-Education-System/Higher-Education/update-of-the-higher-education-authority-act-1971-public-consultation.html

- the collective expertise of Working Group members in Trinity's governance, reflecting a broad range of College experience across the Fellows and the wider academic and student community;
- additional governance expertise in higher education, the wider public sector and business;
- international examples of University governance.

1.12   To date, arising from proposals from the Working Group, Board has approved a new set of Values and Principles to underpin Trinity's governance (February 2020, Appendix 2) and the Role and Responsibilities of The Board in Trinity in that context (April 2020, Appendix 3). Board has also given feedback on a proposed competency framework for Board members which is discussed in Section 3.5.

Consultation and Next Steps

1.13   The Working Group's Terms of Reference required it to review the Board and to suggest alternative options as appropriate in a range of areas, including the work of the Board, its size and composition and the skills and competencies required to foster effectiveness and efficiency in decision making. The Group's views at this point in time (June 2020) on alternatives for consideration in these areas are set out in this paper. It is also open to the Board, in its final reflections and analysis, to decide to retain the current arrangements, as set out in the Trinity College Dublin (Charters and Letters Patent Amendment) Act, 2000.

1.14   The Terms of Reference also require the Working Group "to review relevant existing legislation and Statutes and outline any amendments that would be required to facilitate those changes arising from any recommendations proposed by the Group". This exercise will be completed following the consultation process and form part of the Working Group's final report.

1.15   It is intended that the Working Group will present this final report to Board, informed by the consultation process, in Michaelmas Term 2020.

2. Rationale

2.1 As noted in the previous section, the establishment of the Working Group originated in a self-evaluation by Board members which indicated a range of challenges for the Board and governance structures in Trinity. On foot of that self-evaluation, the Board asked the Working Group to consider what would best serve Trinity's future needs.

Outcome of Board self-evaluation

2.2 The issues and challenges arising with the current structure and methods of Board contained in the self-evaluation, and the feedback from Board members on how the Board could be more effective, included the following points:

Approach to strategy
- *Overall, Board can be too operational and should focus more on strategic issues, monitoring of plans, finances and risk.*
- *Board could be more effective if it met less frequently and had an agenda with a clear focus on strategically significant issues.*

Approach to oversight
- *Given Board role in providing constructive challenge to the College's leadership, consideration should be given to the possibility of an external Chair for the Board.*
- *Board could do better at systematically overseeing the management of the College's risk profile.*

Competencies
- *In relation to some of the complex financial decisions being taken (new capital projects), there is a limited skill set amongst Board members.*

Training
- *In addition to induction training received at the outset of membership, training for Board members would be useful on an ongoing basis, particularly as regards financial and governance matters.*

Communication
- *There was a suggestion that more systematic communication should take place with the College Community in relation to Board business and its impact. An email communication at the end of each Semester was one suggested initiative.*

Size and Composition
- *The current size of the Board (27 members with 4 in attendance or invited) can be 'unwieldy'. A smaller Board could allow for a more dynamic exchange of ideas and a more thorough discussion of issues.*
- *Board may benefit from a greater number of appropriate external members with relevant experience of the financial and organisational challenges affecting the performance of large organisations, including universities. External members could also assist the College in a better understanding of how it is perceived by the wider public*

and key stakeholder groups (alumni, arts organisation, employers, industry, government and its agencies…), and external members could also help the College foster a broader support-base.

Relationship with Principal Committees

- *The intersection and reporting relationship between Board and Principal Committees could be improved, i.e. some Board members suggested that the level of detail in Principal Committee minutes submitted to Board did not always allow for a clear understanding of the underlying issues.*

Additional considerations

2.3 The key issues identified in the Working Group's Terms of Reference which were drawn from the self-evaluation exercise informed the Group's discussions.

2.4 Those discussions also reviewed developments, expectations and applicable legislation and regulation in the governance landscape at a national and international level, including in the higher education and charity sectors.[3] They also drew on research of good practice within university governance, including international comparisons (See Appendix 4).

2.5 The Working Group also considered the complex realities of the external environment in which all world- leading Universities have to operate effectively in order to succeed. These include compliance and regulatory obligations, access to competitive research funding, innovation in academic provision, global strategic partnerships and maintaining financial resilience, a challenge now amplified by the impact of the COVID-19 crisis.

2.6 The Group's view, on foot of its reflection and discussions on the above issues, and the feedback received from discussions at Board, represents a potential renewal of Trinity's system of governance, while remaining firmly grounded in its collegiate tradition and unique legal structure. The potential elements which might be part of this alternative approach are explored in detail in the sections which follow.

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[3] G20/OECD Principles of Corporate Governance (OECD, September 2015), Code of Practice for the Governance of State Bodies, Department of Public Expenditure and Reform, 2016, Charities Governance Code, 2019, Universities Act, 1997 - http://www.irishstatutebook.ie/eli/1997/act/24/enacted/en/html, HEA-IUA Code of Governance 2019 https://www.iua.ie/publications/code-of-governance-for-irish-universities-2019/

3. Outcome of work to date

3.1 Values and Principles underpinning Trinity's governance

3.1.1   As a starting point, the Working Group focused on developing a set of fundamental values and principles which should underpin all aspects of Trinity's governance. These are grounded in the Statutes and informed by Trinity's unique legal structure.[4] They are also aligned with the University mission and the theme of Community and Connection running through Trinity's Strategic Plan (2020-2025). Following discussion and feedback at Board, the text of the Values and Principles as approved by the Board in February 2020 is set out in Appendix 2.

3.1.2   The intention is that all aspects of Trinity's governance should be consistent with and judged against these Values and Principles. The values are Academic Freedom, Autonomy, Accountability, Engagement and impact, Transparency, Collegiality and pluralism and Integrity. The associated principles reflect a governance system based on autonomy allied with accountability, which is appropriate to advancing the mission of the University.

3.2 Role and Responsibilities of the Board in Trinity

3.2.1   Using the Values and Principles text as a touchstone, the Working Group developed a text to capture what the future role and responsibilities of the Board in Trinity should look like. The approach taken by the Working Group was informed by Trinity's unique legal structure and system of governance. It was also informed by the realities of the complex external environment within which a leading global University like Trinity has to operate effectively in order to flourish in its mission of education and research. Following discussion and feedback, the text was approved by the Board in April 2020 and is set out in Appendix 3.

3.2.2   In its work on this issue, the Group examined governance structures and practice in comparator Universities nationally and internationally, as well as respected thinking (academic and practitioner) on the role of governance in supporting an organisation to flourish. The Group also considered relevant governance literature which reflected on the principal responsibilities in relation to the strategy formulation and oversight aspects of Board business as set out overleaf.

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[4] (i) Charters and Letters Patent of the College - https://www.tcd.ie/Secretary/corporate/legal-faq/,
(ii) Statutes - https://www.tcd.ie/registrar/assets/pdf/Statutes_incorporating_changes_22_May_2019.pdf,
(iii) Trinity College Dublin (Charters and Letters Patent Amendment) Act, 2000 -
http://www.irishstatutebook.ie/eli/2000/prv/1/enacted/en/html,
(iv) Universities Act, 1997 - http://www.irishstatutebook.ie/eli/1997/act/24/enacted/en/html.

Principal Board Responsibilities

Performance

- Set vision, mission, values and strategy
- Constructively challenge Executive
- Ensure appropriate resources and policies in place to deliver strategy
- Ensure obligations to stakeholders are met

Conformance

- Ensure risks are properly identified and managed
- Monitor effectiveness of internal controls
- Provide accountability via oversight of Executive
- Ensure compliance with statutory requirements and regulations

3.2.3   The Group's discussions also took into account relevant aspects of the Board self-evaluation, which highlighted the scope to improve the role of the Board in setting strategy, as well as in overseeing the management of Trinity's risk profile. The Group also noted that the Board is not an executive body. It is described in the Statutes[5] as a supervisory and oversight body. Its role is therefore one of setting strategy and providing constructive challenge to the college management for the delivery of that strategy. It holds the Provost to account for the academic, corporate and financial management of the University.

3.2.4   In light of the above, the text as agreed by the Board reflects the specific role and responsibility of the Board in its two core activities:

(i)   Strategy and Policy
Under the Strategy and Policy heading, the text highlights the role and responsibilities of the Board which are focused on performance, providing active strategic leadership and setting the University's vision and mission. Ensuring that the diverse perspectives and expertise of internal and external Board members can be harnessed to enhance Trinity's capacity to flourish and that the Board provides support and constructive challenge to the Provost in his/her role are also important elements here. This heading also recognises the importance for Trinity of fostering the trust of internal and external stakeholders and that the Board should uphold Trinity's reputation and good name and act in the University's best interests in its decision-making.

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[5] Statutes - https://www.tcd.ie/registrar/assets/pdf/Statutes_incorporating_changes_22_May_2019.pdf,

This heading focuses on the oversight and control aspects of the Board's role and responsibilities in Trinity. The text sets out the collective responsibility of the Board to hold the Provost to account for the effective management of the University. It refers to the role of the Board in ensuring that Trinity supports the general welfare of students and staff, in establishing the University's risk appetite and in ensuring that risks are properly identified and managed. It also underlines the Board's responsibility for ensuring effective systems are in place for financial and operational control, as well as statutory and regulatory compliance. Finally, it notes the Board's responsibility to establish processes to monitor and evaluate its own performance.

3.2.5   This agreed approach to the role and responsibilities of the Board informed the Working Group's discussions on other key elements of its Terms of Reference, including the organisation of the work of the Board, Board's relationship with Principal Committees and other key governance structures. It also has implications for the competencies required for Board members and for the optimal size and composition of a future Board. These issues are addressed in the sections which follow.

3.3 Organisation of the Board's work

3.3.1 In line with its Terms of Reference, the Working Group reviewed the work of the Board and the agenda setting processes and gave consideration to the current structure of Board agendas and the strategic/operational balance of the items considered by the Board. An analysis was undertaken of the agendas and minutes of the Trinity Board in the academic year 2018/2019. The Working Group also considered the frequency and duration of Board meetings in that context.

3.3.2 The Working Group agreed that the recommendations in these areas should enable:
- A meeting rhythm and agenda structure for the Board which supports substantial and systematic consideration of strategic issues, e.g. driving implementation of the strategic plan and strategic objectives;
- Building-in time and space for new and creative thinking to emerge;
- The effective exercise by Board of its oversight function;
- Constructive interaction and challenge between Board and Officers.

Agenda- setting
3.3.3   The Working Group discussed how to facilitate a more holistic and strategic approach to agenda setting over the course of an academic year, and how to situate the work of the Board within the context of the longer horizon of the strategic plan.

3.3.4   To do this, it is the Working Group's view that Board should approve an outline annual agenda for its work at the first Board meeting of each academic year, taking into account (i) the optimal timeline for consideration and decision on the key strategic and operational issues falling within its responsibilities and (ii) the current phase of implementation of the strategic plan.

3.3.5   The Working Group considers that the most effective way of ensuring that strategic issues and dynamic risk management are given attention at Board level is to embed them into the normal meeting rhythm.

3.3.6   It is therefore proposed that:

- The agenda for every Board meeting would include a specific heading under which individual issues/projects of strategic importance are raised and considered;
- The Board agenda would include a quarterly 'dynamic' review of progress in the implementation of the Strategic Plan as a whole, allowing for any challenges arising to be discussed and addressed and key assumptions to be revisited when necessary;
- The Board agenda would include a quarterly 'dynamic' review of the key risks being managed by the University.

Frequency and duration of Board meetings

3.3.7   It is proposed that the Board would meet approximately 5-6 times a year with an agenda which has a greater focus on strategic issues – see above. The duration of meetings should facilitate appropriate time for discussion and debate. In addition, the Board would have a designated 'away-day' style meeting focused on team-building and strategy. This would amount to a total of 6-7 meetings as distinct from the current 10-12.

3.3.8   The rationale for this view is grounded in a more strategic focus of the agenda, the likelihood of an increased pool of potential members, both internal and external, willing to volunteer for membership and a comparative analysis of the approach taken by the governing authorities of world-leading Universities (see also Appendix 4).

3.4   Relationship between the Board and Principal Committees

3.4.1   The Values and Principles underpinning Trinity's governance adopted by Board require clarity as to how the roles and responsibilities of the different elements of the governance system, including Board and its Principal Committees, are defined and discharged. If Board is to change the focus of its work, there will need to be clarity about where and how matters which are no longer dealt with directly by Board will be addressed.

3.4.2   In so far as these are appropriate to be delegated to Principal Committees, their capacity to discharge these responsibilities effectively and in line with Trinity's governance values and principles will need to be assured. The Working Group's view is that as things stand, there is some scope to enhance the effectiveness of the work of the Principal Committees as a whole and to strengthen their capacity in executing their role as delegated by the Board.

3.4.3   The composition of the Board allows for oversight of College business by the College community and this principle of participation should also be addressed in how Board's Principal Committees function.

3.4.4   It is the Working Group's view therefore that the composition, terms of reference and working methods of each Board Committee should be reviewed to ensure they are appropriately constituted to reflect both their policy and oversight responsibilities and to provide assurance that the interests of all sections of the College community will be adequately protected through appropriate participation on Principal Committees.

3.4.5   The following measures are proposed for consideration in that context:

- Principal Committees should have assigned priorities and objectives aligned with the Strategic Plan and each Committee's Chair should report verbally on these on a regular basis to Board;
- Board Committees' Terms of Reference should clearly set out their mandate and explicitly address the role of the Committee in executing work delegated by the Board;
- All Board Committee Members (in addition to Board Members) should receive governance training.

3.4.6   The Working Group is proposing that Board meetings should be structured to discuss and focus on key strategic issues (e.g. progress against the strategic plan, update on financial assumptions, updates on risk) and also that the Board should meet less frequently. In these circumstances, issues will arise on a regular basis which require Board-level attention and which are also often time sensitive from an operational perspective.

3.4.7   An analysis of Board agendas and minutes for the academic year 2018/2019 suggests that such issues would mainly fall under the categories of governance and administration and involve items usually in Sections C and D of the Board agenda e.g.
   o **Governance, Administration, HR:** Legal/Contractual Agreements, Library Loan Requests, Prizes, Nominations for Appointments, Approval of Interview Boards, Promotions, Probations
   o **Finance Administration:** Related Entity Financial Reporting, Dollar Deposit Account, Commercial Loans for Capital Projects, Sealings

3.4.8   The Working Group discussed the potential for the establishment of a new Principal Committee or Sub-Committee of the Board to address these issues. The detailed remit and meeting rhythm of such a Committee would be decided by Board and could be altered to suit Board's needs and requirements at a given time.

3.4.9   The Committee would report to the following meeting of the full Board and its report would be considered by the Board under Section B of the agenda.

3.4.10   The size and membership of the Committee would be a matter for Board to decide.

3.4.11   To ensure no confusion with either the role or the name of the Executive Officers Group, and to make clear that it is a Committee of the Board, without responsibility for day-to-day management, the Committee could be called the Governance and Oversight Committee of Board (or something similar).

3.5   Competencies and Selection Systems for Board Members in Trinity

3.5.1   The proposed competency framework overleaf reflects feedback received from the Board at its meeting in April 2020. It is intended to broaden the competencies available to the Board to fulfil its agreed Role and Responsibilities.

3.5.2   The framework proposed sets out the mix of knowledge, skills and values required at a high standard for the Board in Trinity to be effective in the areas of strategy and policy and in accountability, oversight and control. The framework is set out in two parts – a set of fundamental criteria which are relevant to all positions on the Board and a list of key competencies and skills which includes the specific strategic needs of Trinity at this point in time.

3.5.3   The Working Group suggests that the competency framework should be maintained under ongoing review by the Board to ensure that the mix of competencies and skills outlined continues to be aligned to Trinity's needs at a given point in time.

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Proposed Competency Framework for Board Members

Fundamental criteria for membership

1. Appreciation for and commitment to the collegiate nature of governance in Trinity and an understanding of the specific role and responsibilities of the Board.[6]
2. Commitment to the values and principles underlying Trinity's governance[7].
3. Commitment to Trinity's broader mission and strategic goals and to higher education and research.
4. Understanding of the strategic challenges facing the University and higher education in general.
5. Commitment to the principle of collective responsibility for Board's decisions and to a University-wide vision, rising above disciplinary concerns or the agendas of interest groups.
6. High ethical and professional standards.
7. The ability and willingness to dedicate time to a demanding role and to engage actively in the work of the Board.

Desirable specific competencies and skills (expertise and experience) reflecting the strategic needs of the University.

1. Academic leadership in education and research
2. International higher education and research standards and practice
3. Leadership in student welfare and support
4. Senior leadership in successfully managing a large, complex organisation in a challenging environment
5. Equality, Diversity and Inclusion
6. Corporate Governance, Risk Management and Compliance
7. Strategic and Financial Planning
8. Community Engagement, Advocacy and Stakeholder Relations
9. Digital transformation/Information Technology
10. Infrastructure Development and oversight of large Capital Projects
11. Innovation and Technology
12. Sustainable Development

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Selection systems - Internal members - Elections

3.5.4   It is proposed, following feedback from the Board, that the process of election should continue to apply for internal Board Members and that the competency framework for Board members should inform the decisions of the electorate and be included in the relevant papers distributed by College for Board elections.

3.5.5   In the case of student representation, it is noted that Board membership and its inherent responsibilities form part of the role of the respective student union presidents who are elected to these positions. In order to comply with the principles of good governance, and recognising the important role of Students Unions' officers in college governance, it is recommended that the Student Unions integrate the proposed competency framework for Board membership into their respective Sabbatical Officer election processes.

Selection systems - External Members - Nominations Committee

3.5.6   The Working Group suggests that the Board establishes a Nominations Committee of the Board with a mandate to search for and nominate new external members based

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[6] As approved by Board on 22 April 2020
[7] As approved by Board on 26 February 2020

on the competency framework setting out the specific experience and expertise required by the Board at that point in time. This is an approach which is common in world-leading Universities which face similar challenges to Trinity.

3.5.7   It is the Working Group's view that such an approach would have value in allowing Trinity to identify and 'headhunt' specific individuals bringing necessary and distinctive expertise to the work of the Board. The following is a suggested approach to process and membership for a Nominations Committee:

   o   In the event of vacancies on the Board to be filled by external members, the Board would determine the profile, competencies and skills of most value to the Board at that time and mandate the Nominations Committee of the Board established for this purpose to conduct a search, including public advertisement, for such members.
   o   Following such a search, the names of prospective external nominees would be submitted to Board for its decision.
   o   The composition of such a Nominations Committee of the Board would be determined by the Board and in addition to Board members, might include one or more external members (e.g. a non-Board Member Fellow).

3.6 Optimal Size and Composition of the Board in Trinity

3.6.1   In discussing the future optimal size and composition of the Trinity Board, it is the Working Group's view that the model to be adopted:
   -   should appropriately reflect Trinity's unique legal structure and system of governance as set out in the Values and Principles of Trinity's Governance as agreed by the Board (Appendix 1)
   -   should be capable of delivering effectively on all aspects of the Role and Responsibilities of the Board as agreed by Board (Appendix 2)
   -   be part of an overall system of Governance (including the Board Committee structure) which would promote a positive dynamic between the Board and College Officers, and facilitate effective oversight and the generation of fresh insights to support Trinity to flourish as a globally competitive University.

Characteristics

3.6.2   The Working Group is seeking feedback in this consultation on the following proposed characteristics of a future Board in Trinity:

   -   **A smaller overall number of members** than is currently the case (27). Having considered a range of models and options, the Working Group is of the view that the future Board should be no larger than 15 members and no smaller than 11 members. As highlighted by the Board self-evaluation, the rationale underpinning this view is that it would lead to a more effective Board overall, supporting more focused and interactive discussion:

       a. on the one hand allowing time for greater engagement by individual Board members on strategic matters, and facilitating a more dynamic exchange of ideas and a more thorough discussion of issues;

       b. on the other hand, enhancing the Board's cohesion and effectiveness in "exercising collective and proactive responsibility for effective oversight of the management of the University" and in "holding the Provost to account for the academic, corporate and financial management of the University"[8].

- **A majority of internal members on the Board.** In the view of the Working Group this would maintain autonomy and reflect Trinity's distinct collegiate and inclusive approach to governance. The Working Group is of the view that the principle of student representation should be maintained. The composition of the internal staff membership should be informed by the competency framework. It should continue to include the Provost and Officer Fellows, and elected members of the Fellows, the wider academic community and professional, administrative and support staff.

- **A greater number of external members on the Board** (chosen based exclusively on a competency framework). It is the Working Group's view that the Board would benefit greatly from an increase in the diversity of perspectives external to the College community. A greater number of external members, carefully chosen by the proposed Nominations Committee, would bring valuable expertise to inform Board discussion and decisions "to enhance Trinity's capacity to compete and flourish in the global education and research landscape"[9]. Working Group members have suggested that the optimal proportion of external members on Board would be in the region of 30-40%.

- The Working Group notes that while there are both advantages and disadvantages to the combined role of Board Chair and an organisation's Chief Executive (Provost in Trinity's case), and that both practices are present in well-governed institutions globally, there may be an advantage in instituting a separate Chair of the Board role in Trinity. The Working Group appreciates that there is always a danger in changing a practice that has worked well for many years, and recognises too that separating the roles would only be part of a wider set of changes which would include moving management activities off the Board agenda. In addition, because the Provost and Chair of the Board roles are so intertwined in Trinity, the special responsibility the Provost in representing the College and of the Chair of the Board in chairing Board meetings would need to be clearly delineated. The responsibility of the Chair would be to conduct the business of Board, so that an atmosphere of frank engagement enables each member of the Board to contribute to well considered policy decisions and effective oversight. In doing so, the Chair would respect and support the Provost's leadership and representative role within and outside the College

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8 Role and Responsibilities of the Board, as approved by Board, April 2020.
9 Role and Responsibilities of the Board, as approved by Board, April 2020

community, while upholding Board's collective responsibility for the discharge of its responsibilities to the College community and to external stakeholders.

- It is important that the principles of equality, diversity and inclusion are reflected in the composition of the Board. The current requirements in the Statutes in relation to diversity and gender should continue to apply. Trinity should aspire to a Board that is representative and reflective of the whole College community.

3.6.3 A non-exhaustive range of possible options which could reflect the characteristics above was discussed by the Working Group and is attached at Appendix 5 for information.

3.6.4 For ease of reference, a comparison between Trinity's current Board and the suggested approach above is set out on page 18.

Relationship with other key governance structures

3.6.5 If the foundational values and principles of Trinity regarding collegiality and participation are to be fully reflected in College governance, it is the view of the Working Group that the implications go beyond the formal structures of Board and its Principal Committees, to the broader processes of leadership and management.

3.6.6 Elements to support this which could merit further reflection and on which views are sought in this consultation might include:

- a more structured process of involvement by Fellows in the nomination of those College Officers who are *ex officio* members of Board;
- formalisation of consultative mechanisms with the Fellows, such as the current practice of regular meetings of the Standing Committee of the Fellows with the Provost;
- structured consultation with Fellows, the wider academic community and professional, administrative and support staff on the preparation and review of College strategy;
- greater engagement of the whole College community in the preparation and review of College strategy;
- supporting a culture of consideration and engagement for the professional, administrative and support staff with appropriate HR policies and practices;
- highlighting the role of Council in upholding academic standards and supervising academic affairs of the college.

Comparison between the current Board and the approach suggested by the Working Group

Current Board As provided for in the Statutes and in the Trinity College Dublin (Charters and Letters Patent Amendment) Act, 2000	Proposed Characteristics of the optimal size and composition of a future Trinity Board The principles of equality, diversity and inclusion should be reflected in the composition of the Board. The current requirements in the Statutes in relation to diversity and gender should continue to apply. Trinity should aspire to a Board that is representative and reflective of the whole College community.
Total Number of Members - 27	**Total Number of Members 11-15** **A smaller overall number of members** than is currently the case (27). Having considered a range of models and options, the Working Group recommends that the future Board should be no larger than 15 members and no smaller than 11 members. As highlighted by the Board self-evaluation, the rationale underpinning this view is that it would lead to a more effective Board overall, supporting more focused and interactive discussion: - on the one hand allowing time for greater engagement by individual Board members on strategic matters, and facilitating a more dynamic exchange of ideas and a more thorough discussion of issues; - on the other hand, enhancing the Board's cohesion and effectiveness in "exercising collective and proactive responsibility for effective oversight of the management of the University" and in "holding the Provost to account for the academic, corporate and financial management of the University"[10].
Provost and Chair - *Ex officio*	The Working Group notes that while there are both advantages and disadvantages to the combined role of Board Chair and an organisation's Chief Executive (Provost in Trinity's case), and that both practices are present in well-governed institutions globally, there may be an advantage in instituting a separate Chair of the Board role in Trinity. The Working Group appreciates that there is always a danger in changing a practice that has worked well for many years, and recognises too that separating the roles would only be part of a wider set of changes which would include moving management activities off the Board agenda. In addition, because the Provost and Chair of the Board roles are so intertwined in Trinity, the special responsibility the Provost in representing the College and of the Chair of the Board in chairing Board meetings would need to be clearly delineated. The responsibility of the Chair would be to conduct the business of Board, so that an atmosphere of frank engagement enables each member of the Board to contribute to well considered policy decisions and effective oversight. In doing so, the Chair would respect and support the Provost's leadership and representative role within and outside the College community, while upholding Board's collective responsibility for the discharge of its responsibilities to the College community and to external stakeholders.
Officers *ex officio* 4 Members VPCAO, Registrar, Bursar, Senior Lecturer (also Fellows)	**A majority of internal members on the Board.** In the view of the Working Group this would maintain autonomy and reflect Trinity's distinct collegiate approach to governance. The composition of the internal staff membership should be informed by the competency framework. It should continue to include the Provost and Officer Fellows, and elected members of the Fellows, the wider academic community and professional, administrative and support staff. The principle of student representation should be maintained.
Fellows and Fellow Professors 8 Members, incl. at least 2 Professors who hold an Established or Personal Chair pursuant to the Chapter on Professors.	
Academic Staff (Non-Fellow) 5 Members	
Technical, Admin and Support Staff 3 Members	
Student representatives 4 Members including Pres SU (ex officio) Pres GSU (ex officio)	
Independent External Members 2 (including 1 Ministerial appointment)	**A greater number of external members on the Board** (chosen based exclusively on a competency framework). It is the Working Group's view that the Board would benefit greatly from an increase in the diversity of perspectives external to the College community. A greater number of external members, carefully chosen by the proposed Nominations Committee, would bring valuable expertise to inform Board discussion and decisions "to enhance Trinity's capacity to compete and flourish in the global education and research landscape"[11]. Working Group members have suggested that the optimal proportion of this category of members would be in the region of 30-40%.

10 Role and Responsibilities of the Board, as approved by Board, April 2020.
11 Role and Responsibilities of the Board, as approved by Board, April 2020

4. Next Steps

4.1 The Working Group's Terms of Reference required it to review the Board and to suggest alternative options as appropriate in a range of areas, including the work of the Board, its size and composition and the skills and competencies required to foster effectiveness and efficiency in decision making.

4.2 It has set out the outcome of its discussions to date in this consultation paper, mindful of the complex realities of the external environment in which all world-leading Universities have to operate effectively in order to succeed and it now looks forward to receiving the feedback and suggestions of the College community.

4.3 The Working Group will finalise its recommendations informed by the feedback received from the consultation process. It will also address the implications arising from its review, as required by its Terms of Reference, of relevant existing legislation and Statutes and "outline any amendments that would be required to facilitate those changes arising from any recommendations proposed by the Group".

4.4 It is intended that the Working Group will present its final report to Board, informed by the consultation process in Michaelmas Term 2020.

Appendix 1 - Terms of Reference – Board Review Working Group[12]

Objectives:
To review the Board and explore alternative options with the aim to -
- encourage a strong sense of ownership and engagement by all Board members;
- enable and enhance Trinity's ability to deliver its Strategic Plan;
- ensure a robust governance structure for the University;
- enhance the effectiveness of the Board;
- ensure legitimacy, transparency and accountability;
- optimise information flows across the University;
- enable efficient and effective decision-making; and
- ensure global/national strategic alignment and oversight.

Membership:

Board Members	Provost, Registrar, Professor Deirdre Ahern, Professor Robbie Gilligan, Dr. Claire Laudet [13]
2 Student Board Members	President of the Students Union, President of the Graduate Students Union
Chair of the Fellows	Professor Cliona O' Farrelly
2 external members	Mr. Dermot McCarthy (Chair), Mr. Fergal Naughton, CEO of Glen Dimplex

Terms of Reference:
- To review the size, composition and terms of Board membership, including, but not limited to, selection systems to ensure that the Board has access to the skills and competencies required to foster effectiveness and efficiency in decision making and suggest alternatives as appropriate;
- To review the work of the Board and the agenda setting processes and give consideration to the strategic/operational balance of the items considered by the Board.
- To consider the frequency and duration of meetings and examine ways of ensuring that the time of Board members is optimised;
- To review the current combination of the role of the Chair and the Provost;
- To review Board Committees' composition and work;
- To review the balance and effectiveness of communications between the Board and Officers and Board communication generally;
- To review relevant existing legislation and Statutes and outline any amendments that would be required to facilitate those changes arising from any recommendations proposed by the Group.

Implementation:
To propose a phased introduction of all relevant proposals in a timely manner.

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[12] BD/17-18/279

[13] Professor Robbie Gilligan and Dr. Claire Laudet continued as members of the Working Group following completion of their Board terms. Similarly, Professor Paula Murphy's membership of the Working Group has continued after the end of her term as Registrar.

Appendix 2 - Values and Principles Underpinning Our Governance[14]

The mission of the University is[15]:

Civic Action - *Through our teaching, research and public engagement, we courageously advance the cause of a pluralistic, just and sustainable society.*
Organisation - *We foster an effective and flexible organisation, which values all members of our community.*
Research - *Pursued at the frontiers and intersections of disciplines, our research benefits our students, Ireland, and the world.*
Education – *We challenge our students to think independently, communicate effectively, act responsibly, and develop continuously, equipping them for lives of active citizenship.*

To that end, the following values and principles underpin our governance:

Governance Values

1. **Academic Freedom -** we preserve and promote the principle of academic freedom in the conduct of our internal and external affairs.

2. **Autonomy** - we value autonomy, allied with accountability, as the best way to advance our strategic mission in education and research, which benefits our students, Ireland and the world.

3. **Accountability** – we ensure full accountability to our diverse internal and external stakeholders, including students, staff, alumni, funders, government and local community.

4. **Engagement and impact** - our governance supports our strong record of contribution to society and provides a solid basis from which to shape our future impact in the world.

5. **Transparency –** we view transparency as essential to promoting confidence in our governance and decision-making.

6. **Collegiality and pluralism -** these values are grounded in our Statutes and informed by our unique legal structure.[16] They are expressed in the participation in our governance by members of the Trinity community, whose range of experience and perspectives enhances the quality of our decision-making.

7. **Integrity –** we are committed to integrity in the pursuit of our mission in education and research and in ensuring the effective management of the University.

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14 As approved by Board 26/02/2020

15 Strategic Plan 2020-2025 as approved by Board.

16 (i) Charters and Letters Patent of the College - https://www.tcd.ie/Secretary/corporate/legal-faq/,
(ii) Statutes - https://www.tcd.ie/registrar/assets/pdf/Statutes_incorporating_changes_22_May_2019.pdf,
(iii) Trinity College Dublin (Charters and Letters Patent Amendment) Act, 2000 - http://www.irishstatutebook.ie/eli/2000/prv/1/enacted/en/html,
(iv) Universities Act, 1997 - http://www.irishstatutebook.ie/eli/1997/act/24/enacted/en/html.

Governance Principles

1. The governance system, based on autonomy allied with accountability, is consistent with our unique legal structure and is appropriate to advancing the mission of the University, which is the cultivation and practice of excellence in education and research.

2. The governance system provides direction and leadership, and monitors and ensures progress towards achieving the strategic goals of the University.

3. The governance system enhances the University's capacity to flourish as a globally significant institution, including through the identification of strategic opportunities to realise its ambition.

4. The governance system provides clarity regarding responsibility and accountability for key decisions.

5. The governance system delivers assurance regarding regulatory compliance, protection of reputation and adherence to ethical standards of good practice.

6. The governance system ensures institutional sustainability and underpins success through effective systems of revenue generation, control and risk management.

7. The governance system supports academic freedom and includes academic governance that assures the highest standards of education and research.

8. The governance system engages effectively with internal and external stakeholders and secures support for the advancement of the mission of the University.

Appendix 3 - The role and responsibilities of the Board in Trinity College Dublin[17]

The primary function of the Board is to create, maintain and develop the conditions which enable the College community to flourish in its core mission of education and research.

It does this by:

Strategy and Policy

1. Providing active direction and leadership to the University.

2. Setting Trinity's vision, mission, values and strategy and driving achievement of the University's strategic goals.

3. Providing support and constructive challenge to the Provost[18] in the exercise of his/her functions and agreeing clear goals against which his/her performance can be measured.

4. Harnessing the diversity of perspectives and expertise among internal and external Board Members to enhance Trinity's capacity to compete and flourish in the global education and research landscape.

5. Being a proactive, energetic driver of Trinity's ambitions, identifying new strategic opportunities and competently anticipating and addressing challenges as they arise.

6. Promoting the financial wellbeing and resilience of the University and ensuring the rationale for major investment decisions and capital projects is grounded in robust analysis.

7. Fostering the trust of the diverse internal College community, as well as external parties, and ensuring that the University's obligations to all stakeholders are met.

8. Upholding Trinity's reputation and good name and acting in the University's best interests in the determination of all matters which come before it.

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17 As approved by Board 22/04/2020

18 **Note:** The Provost, as Chief Officer, is chosen by College and appointed by Board following the outcome of the interview and election process set out in the Statutes. The Statutes note that the Provost is answerable to Board for the efficient and effective management of College and for the due performance of the functions of office and that if the Provost has significantly failed to meet these standards, then Board may after due enquiry, remove the Provost from office.

Accountability, Oversight and Control

1. Exercising collective and proactive responsibility for effective oversight of the management of the University to support the achievement of its strategic goals.

2. Holding the Provost to account for the academic, corporate and financial management of the University.

3. Ensuring that the University supports the general welfare of students and staff.

4. Establishing the appropriate risk appetite for the University in support of its strategic goals and ensuring that risks are properly identified and managed.

5. Ensuring that appropriate systems of financial and operational control and accountability are put in place, which are effective and in line with best practice.

6. Ensuring systems are in place to meet all of the University's obligations regarding statutory and regulatory compliance.

7. Establishing processes to monitor and evaluate the performance of Board itself.

Appendix 4 – High-level summary of comparative approaches to governance in world leading universities

International approaches

The table overleaf sets out a high-level comparison of Trinity's current governance structures with a set of comparator international Universities. The comparator Universities were: Kings College London, the University of Edinburgh, Oxford University, the University of Leiden, the University of Melbourne and McGill University. They were chosen for their standing and reputation as world-leading institutions facing similar challenges to Trinity. While they are operating in a range of differing policy and oversight contexts, the broad system and structures of governance in the relevant countries is sufficiently similar to draw useful insights.

The higher education sector in Ireland

In addition to reflecting on the international context, the Working Group also looked at the Irish higher education context, currently operating under the Universities Act, 1997 and the IUA/HEA Code of Governance 2019.

Size and composition of the Governing Authority
IUA members – the Universities Act 1997 provides for up to 40 members, under defined constituencies (including graduates, local politicians, arts and culture). Internal representation includes staff and student representation. There is an external chair and a majority of external members.

Technological Universities - the Technological Universities Act 2018 provides for between 14-22 Governing Authority members. There is an external chair and a majority of external members.

National College of Art and Design – the 1971 legislation establishing NCAD provides for a Board of 11 members, with a majority of external Ministerial appointees, including the Chair.

Frequency of meetings
IUA – 5-6 meetings per year. NCAD – 6-8 meetings per year.

	Trinity – current position	Set of Comparator Universities internationally
Agenda setting processes of the Board	The agenda for Board meetings is drawn up by the Secretary and approved by the Provost. Members wishing to make an input should consult with the Secretary at least two weeks before the Board meeting.	It is practice for an annual calendar of Board agenda items to be developed, to facilitate planning and inclusion of discussion on strategic matters.
Strategic/operational balance of the items considered by the Board	As set out in Standing Orders, Board agenda are currently divided into the following sections: A.1: Policy matters within the Original and Exclusive Jurisdiction of Board A.2: Policy Matters for discussion which have already been considered by Principal Committees B: Reports from Principal Committees C: Matters for noting, or approval, or both D: Personnel matters.	Some University Governing authorities develop an outline longer-term plan of work, aligned with the institution's strategic plan, which is reviewed by the Governing Authority on an ongoing/rolling basis. This approach is reflected in the structure of their agendas
Frequency of meetings	12 formal meetings per year	6 meetings per academic year - in some cases preceded by a 'Strategy Session' on the evening before. In other cases, there is a specific Strategy Away Day on an annual basis.
Committees	The current Principal Committees of Board are set out below: • Audit Committee • Estates Policy Committee • Finance Committee • Human Resources Committee • Library and Information Policy Committee In addition, the University Council has a mandate under the Statutes to 'control the academic affairs of the University' The Terms of Reference, composition and membership of Principal Committees vary. Apart from the Audit Committee, they are chaired by an elected member of the Board. They report to Board under Standing Item B on the Board agenda (see above). Reports are usually by way of written minutes of recent Committee meetings.	A review of the Standing Committees of the Governing Authorities in comparator universities shows a similar approach to Trinity. The following are examples: • Audit Committee • Risk Committee • Finance Committee • Nominations Committee (for the purpose of appointment of new Governing Authority Members) • Governance and Ethics Committee • Human Resources Committee • Remuneration Committee • Executive Committee • IT/Digital Technology Committee • Estates Strategy Committee/Building and Property Committee • Sustainability Committee/Social Responsibility Committee Committees can report verbally to the Board as part of a thematic approach to addressing strategic issues on the Board's agenda
Size and Composition **Competencies and Selection Systems**	Board currently has 27 members as follows: *Internal* *5 Ex officio College Officers:* Provost, VP/CAO, Registrar, Bursar and Dean of Undergraduate Studies *Elected Members* 8 Fellows and Fellow Professors (6+2) 5 Non-Fellow Academic Staff 3 members of the Professional, Administrative and Support Staff *Student representatives* 4 Student representatives, including the President of the Students Union and the President of the Graduate Students Union *External* 2 External Members, of whom 1 is appointed by the Minister for Education and Skills	The comparator Universities are operating in a range of policy and oversight contexts, and this is reflected in the varying size and composition of their Governing Authorities. It is however possible to draw out the following general points to note: - Smaller membership than average Irish HEI currently - The Governing Authorities have a majority of external members - Internal staff representation (academic and professional) is usual, often with competency framework - Chair and Chief Officer roles are usually separate, Chief Officer is an ex-officio member of the Board - Student representation (sometimes non-voting) In general, a Nominations Committee conducts a process through which Members are ultimately nominated to the Governing Authority in line with a set of competences. In some cases, the same process applies for internal and external members, but in others it differs depending on membership category.

Appendix 5 - Optimal Size and Composition of the Board – a range of potential options considered in Working Group discussions

Note: The existing Board structure of 27 Board members, with 25 drawn from College Officers, Fellows, Staff and Students and 2 external members, was instituted following the Universities Act 1997 and the subsequently enacted Trinity College Dublin (Charters and Letters Patent Amendment) Act, 2000. A possible outcome of this review process instigated by the Board would be to retain that model. As set out in more detail in Section 3.6 above, the characteristics of an alternative Board structure as proposed by the Working Group would include:

A smaller overall number of members than is currently the case. Having considered a range of models and options, the Working Group is of the view that the future Board should be no larger than 15 members and no smaller than 11 members. The rationale underpinning this view is that it would lead to a more effective Board overall, supporting more focused and interactive discussion:
- on the one hand allowing for more robust and detailed discussions on strategic matters, and facilitating the 'agency' of the Board in engaging more systematically and proactively on Trinity's strategic direction and identifying new opportunities
- on the other hand, enhancing the Board's cohesion and effectiveness in "exercising collective and proactive responsibility for effective oversight of the management of the University" and in "holding the Provost to account for the academic, corporate and financial management of the University".

A majority of internal members on the Board. In the view of the Working Group this would maintain autonomy and reflect Trinity's distinct collegiate approach to governance. The principle of student representation should be maintained. The composition of the internal staff membership should be informed by the competency framework. It should continue to include the Provost, Officer Fellows, and elected members of the Fellows, the wider academic community and professional, administrative and support staff.

A greater number of external members on the Board (chosen based exclusively on a competency framework). It is the Working Group's view that a greater number of external members would bring diverse external perspectives and valuable expertise to inform Board discussion and decisions "to enhance Trinity's capacity to compete and flourish in the global education and research landscape". Working Group members have suggested that the **optimal proportion of this category of members would be in the region of 30-40%.**

The Working Group notes that while there are both advantages and disadvantages to the combined role of Board Chair and an organisation's Chief Executive (Provost in Trinity's case), there may be an advantage in **separating the role of the Provost and the Chair of the Board. In those circumstances, t**he responsibility of the Chair would be to conduct the business of Board, so that an atmosphere of frank engagement enables each member of the Board to contribute to well considered policy decisions and effective oversight. In doing so, the Chair would respect and support the Provost's leadership and representative role within and outside the College community, while upholding Board's collective responsibility for the discharge of its responsibilities to the College community and to external stakeholders.

A non-exhaustive range of potential options which are consistent with these characteristics and were considered by the Working Group are set out below for information.

17th June, 2020 · RED = 15 Person Board · BLUE = 13 Person Board · PURPLE = 11 Person Board · Competency-based selection	Not Trinity staff			Staff (employed by Trinity College)			Fellow			Not a Fellow			By election (Electorate chooses who best meets competencies)			By Nomination (Nom. Com. Proposes to Board who best meets competencies)			Notes
	=15	=13	=11	=15	=13	=11	=15	=13	=11	=15	=13	=11	=15	=13	=11	=15	=13	=11	
External Chair (by nomination)	1	1	1							1	1	1				1	1	1	There should be a Nomination Committee for Chairperson of the Board
Provost (by election)				1	1	1				1	1	1	1	1	1				If an incoming Provost is a Fellow, they must resign on taking office.
VP/CAO (by nomination)				1	1	1	1	1	1							1	1	1	Chief Academic Officer. The Statutes require the Vice-Provost to be a Fellow.
Bursar (by nomination)				1	1	1	1	1	1							1	1	1	Director of Strategic Innovation. The Statutes require the Bursar to be a Fellow.
Registrar (by nomination)				1	1	1	1	1	1							1	1	1	Registrar brings "University" business. The Statutes require the Registrar to be a Fellow
Student 1 (by election i.e. *to a Student Unions' Officer position*)	1	1	1							1	1	1	1	1	1				SU/GSU President
Student 2 (by election i.e. *to a Student Unions' Officer position*)	1	1								1	1		1	1					
Prof. Of, In & Assoc. or Fellow (by election)				1	1	1	0/1	0/1	0/1	0/1	0/1	0/1	1		1				For a 15 (13) person Board, combinations could be stipulated, e.g. of the three (two) people elected, at least two (one) would be Fellows, AND one would be an Assistant Professor.
Prof. Of, In & Assoc. or Fellow (by election)				1			0/1			0/1			1	1					
Assistant Prof. & Fellow (by election)				1	1		0/1	0/1		0/1	0/1		1	1					
Professional, administrative &support staff (by election)				1	1	1				1	1	1	1	1	1				
External member 1 (by nomination)	1	1	1							1	1	1				1	1	1	Co-opted via a search for competencies, via a Nomination Committee of the Board
External member 2 (by nomination)	1	1	1							1	1	1				1	1	1	
External member 3 (by nomination)	1	1	1							1	1	1				1	1	1	
External member 4 (by nomination)	1									1						1			
	7	6	5	8	7	6	3/6	3/5	3/4	9/12	7/9	7/8	7	6	4	8	7	7	