



Incorporating any amendments approved at subsequent Board meetings

### **Board Meeting 24 February 2021**

*This meeting was conducted remotely using the Zoom application and was hosted in the Yeats Room.*

**Present:** Provost (Dr P J Prendergast), Vice-Provost/Chief Academic Officer (Professor J Barkhoff), Senior Lecturer/Dean of Undergraduate Studies (Professor K Mitchell), Registrar (Professor B Tangney), Bursar/Director of Strategic Innovation (Professor V Campbell), Professor K Ahmad, Professor L Brennan, Professor A Burke, Mr K Byrne, Ms J Donoghue, Professor D Faas, Mr D Grouse, Mr E Hand, Ms L Keogh, Professor C Leahy; Professor R McManus, Professor K McTiernan, Ms R Mathews McKay, Professor A Nolan, Ms M O'Connor, Professor D R Phelan, Professor L Roe, Ms G Scanlon, Professor A Seery, Professor F Sheerin, Professor J Walsh.

**Apologies:** Professor R A Kenny.

**In attendance:** Assistant Secretary to the College (Ms V Butler).

**(ex officio)** Secretary to the College (Mr J Coman), Treasurer/Chief Financial Officer (Mr P Reynolds).

**(by invitation)** Acting Chief Operating Officer (Mr P Magee), Vice-President for Global Relations (Professor J Hussey).

### **SECTION A**

*The Provost welcomed the Acting Chief Operating Officer, Mr Patrick Magee, to the meeting.*

#### **BD/20-21/153 Statements of Interest**

The Secretary to the College advised that the Provost had declared a statement of potential conflict of interest in relation to item C.20 Douglas Hyde Gallery – Chair of Board of Directors. The Secretary to the College, having agreed this matter with the Provost, proposed, and it was agreed, that the Provost would excuse himself from the meeting for the discussion on this item and that the Vice-Provost/Chief Academic Officer would chair the meeting for this item.

#### **BD/20-21/154 Minutes**

##### **(i) Minutes of the meeting of 27 January 2021**

The Board approved the draft minutes of the meeting of 27 January 2021.

##### **(ii) Correction to the minutes of the meetings of 25 March to 24 June 2020**

The Board approved the correction of attendance lists in the minutes of the meetings of 25 March 2020 to 24 June 2020 to show that Professor Daniel Faas, not Professor Sylvia Draper, was present at those meetings.

**BD/20-21/155 Matters Arising**

The following items were raised under matters arising:

**(i) BD/20-21/152 - Technical Staff Committee – Creation of Experimental Officer Post**

The Acting Chief Operating Officer, in response to a query from a Board member regarding the time taken in bringing the Experimental Officer post to Board, clarified the process by which the business case had been approved noting that there had been a change in process in 2020 whereby the nomination for the Chair of the Technical Staff Committee also went to Human Resources Committee and then came to Board and once approved the business case was brought forward.

**(ii) BD/20-21/144 - Estates Policy Committee**

Professor Seery, as Chair of the Estates Policy Committee, provided an update for the Board in relation to this matter. He advised that amended text will go back to Estates Policy Committee on 5 March 2021 and then to Board on 24 March 2021.

Bursar/Director of Strategic Innovation, responding to a query from a Board member, clarified that opening works referred to survey works and some works needed to allow a full survey which were required to inform the design of the building.

Following further comments from the Board member, it was agreed that the matter would be discussed at the next meeting of the Estates Policy Committee and an update given under Matters Arising at a future Board meeting.

**(iii) BD/20-21/133 Matters Arising**

The Treasurer/Chief Financial Officer advised the Board that work is underway on a comprehensive report on Pensions which will come to the Board meeting in March.

In response to comments from a Board member, it was noted that the Board member would liaise with the Secretary to the College and submit any queries to him in advance of the report being finalised for circulation.

**BD/20-21/156****Provost's Report**

The Provost provided an update to the Board under the following headings:

**(i) Strategic Projects**

The Provost provided an update on the following strategic projects:

- **E3 Research Institute, Trinity East and Grand Canal Innovation District**

The Provost noted that an update on this project was on the agenda for the meeting. He noted that discussions in respect of Government and philanthropic funding for the project were continuing. Consideration was also being given to the activities and buildings which may be developed on the site.

- **Old Library Refurbishment Project**

The Provost advised that progress was being made in discussing Government and philanthropic funding for this project.

- **Trinity St James's Cancer Institute**

Noting that Ireland has no accredited comprehensive cancer care centre at present, the Provost advised that it is envisaged that the MOU with St James's Hospital will be finalised in the next few weeks and that this will establish a clear governance structure. The Bursar/Director of Strategic Innovation informed the Board that it is envisaged that the draft MOU will be brought to the next meeting of the Board in March.

- **New Generations**

The Provost advised Board members that he is continuing fundraising efforts to raise funds for extra PhD awards. In addition, he advised that he had recently received confirmation of a philanthropic donation to establish 3 challenge grants, one for each Faculty.

It was also noted that fundraising efforts for tenure track academic posts was continuing with the recruitment process for several positions proceeding.

**(ii) Governance**

The Provost advised of the new Government legislative proposals noting that this item was on the agenda.

The Provost, in response to comments from a Board member in respect of potential EU funding opportunities in relation to the Old Library Refurbishment Project, asked the Bursar/Director of Strategic Innovation to liaise with the Associate Director for EU Engagement on this matter.

Responding to a comment from a Board member in respect of a champion for the New Generations fundraising, and in particular Professorial vacancies, the Provost clarified that he and the Vice-Provost/Chief Academic Officer are championing this initiative. However, he noted that on several occasions a Head of School can be the key person in the discussions. Noting the benefit of having Project Sponsors on the main capital projects, it was acknowledged that further consideration could be given to having similar sponsors for fundraising for Professorial appointments.

**BD/20-21/157 Trinity East Pre-Development Project Update**

*Chief Innovation and Enterprise Officer, Dr Diarmuid O'Brien (Project Sponsor), and Independent Monitor, Mr Andrew Grainger, joined the meeting for this item.*

The Provost, noting the recent appointment of Mr Andrew Grainger as the Board Independent Monitor for the project, welcomed Mr Grainger and Dr O'Brien to the meeting.

The Chief Innovation and Enterprise Officer introduced this item with reference to his presentation dated February 2021, which had been circulated in advance. He provided Board members with an update on the preliminary business case noting that further information will be brought to Board in March for discussion and seeking a decision on how to proceed.

Providing an update on the project governance and Government funding it was noted that the Provost is now Chair of the Steering Group. Dr O'Brien advised that discussions indicate that the project remains a strategic priority for Government and it is envisaged that it will form part of the relevant submission on the revised National Development Plan.

Dr O'Brien provided Board members with an update in respect of discussions on a Heads of Agreement with IDA Ireland for acquisition of the site freehold which will be brought to the Board for full discussion in April. He also updated Board members in respect of the E3 Research Institute (E3RI), noting that options in respect of building sizes, research spaces and research activities were being explored.

Dr O'Brien then gave a brief overview of the Masterplan for the Trinity East campus and the possible options for development. An overview of the various potential operating models was also provided.

In respect of the Early Activation project, it was noted that Mr Stephen Vernon had been appointed as an independent Chair of the Capital Committee and that formal notification of planning permission for the site is expected in the coming weeks.

In respect of the branding of the site, Dr O'Brien noted that Board in November had approved the name of Trinity East. For the Innovation Hub, under the Early Activation Project, the name 'The Refinery' is proposed. This name celebrates both the history of the site, and the future of ideas and innovation, processes and activity. He noted that it also links to the concept of the refinement of ideas.

Dr O'Brien concluded by summarising the next steps for the project, noting that a review of all of the development options is to be brought to the Board meeting in March for consideration with a recommendation on how to proceed.

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The Independent Monitor, with reference to his report dated 18 February 2021 which had been circulated in advance, advised Board members that, since appointment, he had several meetings to gain an initial understanding of the project. He provided the Board with a summary of the initial priority areas for his work and outlined the proposed reporting structure to be used. He concluded by welcoming the views of Board members on items that he should take into consideration.

Following queries from a Board member in respect of industry partnerships and supports, it was agreed that Dr O'Brien would liaise directly with the Board member on the matter. He also advised that the financial implications of the IDA Agreement could also be brought to the Board in March.

Responding to queries from a Board member, the Chief Innovation and Enterprise Officer advised that he is continuing to explore ways of ensuring recurrent State funding for the research institute.

The Provost, responding to a query from a Board member, clarified that student break out and kitchen spaces are to be provided in the new development.

A Board member welcomed the reference to a smart specialisation strategy and it was noted that it would be helpful for Board members to have the governance of the project set out at the same time as the decision on whether to proceed is being taken so that Board members may be assured that appropriate governance is in place.

*Professor Hussey joined the meeting at this point.*

Following comments and queries from Board members, Mr Grainger advised that he is developing a communications strategy for the project and would be keen to meet with Board members and other members of the College Community to gain further views.

Mr Grainger further clarified that he proposes to give an view to the Board in March on whether to proceed with the project or not and that he will consider the alignment of the project to the University's strategic objectives.

Responding to a query from a Board member in relation to the proposed decision on the size of the development, Dr O'Brien advised that size of the buildings will be determined by amount of capital funding available noting that the E3RI can be viable in a range of different sizes.

A number of Board members shared concerns in respect of the proposed name of 'The Refinery' noting possible negative associations, especially in view of the Climate Research to be undertaken on the site.

The Provost thanked Dr O'Brien and Mr Grainger for the update and noted that the name 'The Refinery' was not approved. He closed the item and Dr O'Brien and Mr Grainger left the meeting at this point.

#### **Action/Decision**

**157.01** The Board received the report from the Project Sponsor and the Independent Monitor.

#### **BD/20-21/158 Government Legislative Proposals regarding Governance of Irish Higher Education Institutions** *The Chair of the Board Review Working Group, Mr Dermot McCarthy, joined the meeting for this item.*

The Provost introduced this item with reference to a memorandum from himself and the Secretary to the College, dated 23 February 2021, which had been circulated. He noted that Board members would have had little time to review the documentation as the announcement from the Minister for Further and Higher Education, Research, Innovation and Science regarding a

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stakeholder consultation process had been made on 19 February. However, he advised Board members that it was important to get their views as early as possible as the deadline for a response is Friday 5 March 2021, which results in little time for substantive consultation.

It was noted that the University Presidents/Provost and Governing Authority Chairpersons were all invited to a briefing session on the legislative proposals with the Secretary General and other officials of the Department of Further and Higher Education, Research, Innovation and Science on 22 February, 2021. The Provost and (at the Provost's invitation and the Secretary General's agreement) the Chair of the Board Review Working Group, Mr Dermot McCarthy, attended on behalf of the College.

Mr McCarthy summarised the discussion from the meeting for Board members. He advised the Board that many members present expressed serious reservations about the tone of the document which spoke to greater State control, and various views were expressed, some positive and some negative about the proposed size and composition of the Governing Authority/Board, which envisaged a majority of external members on the Governing Authority/Board. In addition, he noted that an ethos of increased monitoring and oversight had been acknowledged by Government officials and that a commitment to autonomy and academic freedom had been conveyed by the officials.

During the course of the discussion several Board members expressed their strong concerns on the proposed amendments and the following comments were noted:

- The short timeline given was very disappointing and would not enable appropriate levels of consultation for a considered response to be prepared;
- Trinity should issue an initial response to the Department to advise of initial strong concerns and that a more robust response will be prepared and submitted;
- As the Government only partially funds the University, the proposed new governance arrangements would result in a disproportionate amount of direction and control by the State relative to its financial contribution.
- Recent international experiences have shown shared governance structures to be flawed;
- That the student representatives would dissent to any proposed reduction in student representation on the Board. Many Board members noted that the contribution of student representatives to the Board and all committees is extremely valued;
- That the proposals would result in a drastic cut in the representation of Fellows, staff and students on the Board and would impinge on the University's autonomy and collegiate governance;
- That trade unions would be expressing their dissatisfaction to the Government about the proposals;
- That the proposals, particularly in respect of the number of Ministerial appointments to the Board, would give the Minister of Further and Higher Education, Research, Innovation and Science the ability to direct academic activity and were inconsistent with other governance structures and with the Government proposals for "shared governance";
- The Constitutional parameters of the proposed legislative amendments should be explored;
- The importance of conveying that Trinity could work with the Government to meet the desired objectives whilst maintaining our successful performance in education and research, and valuing our collegiate governance structures as the means to that end.

In response to queries from a Board member, the Provost noted the importance of there being sufficient flexibility for Trinity to ensure that the existing successful collegiate governance structures are maintained. He also noted the precedent of Trinity having a Private Act passed by the Oireachtas in 2000 after the Universities Act, 1997 which recognised the distinct history and legal structure of Trinity as a Body Corporate consisting of the Provost, Fellows, Foundation Scholars and other Board members, and that a further Private Act may be required on this occasion.

The Secretary to the College noted that the Code of Governance for Irish Universities 2019 had been developed by agreement and that the new proposals represent a move away from this practice.

Responding to the comments from Board members, Mr McCarthy advised the Board that it may be prudent to note the precedent of the Private Bill, Trinity's distinct legal structure, the successful performance of the University to date and the review being conducted by the Board Review Working Group when responding to the proposed legislative changes.

**Action/Decision**

**158.01.** It was agreed that a response is to be issued to the Department of Further and Higher Education, Research, Innovation and Science by 5 March 2021 noting that Trinity will be continuing its consultation and that a further response may follow.

*Mr McCarthy left the meeting at this point.*

**Action/Decision**

**158.02** The Board considered and approved the memorandum from the Provost and the Secretary to the College, dated 23 February 2021.

**BD/20-21/159 Planning Group Report #23 to Board**

The Vice-Provost/Chief Academic Officer with reference to his memorandum dated 17 February 2021 and his presentation dated 24 February 2021, which had been circulated in advance, provided Board members with an overview of the Planning Group work programme for the period June 2020 to February 2021. This included the consideration of the FY21 Emergency Budget, submissions for the Human Capital Initiative, the Academic Registry Change Management Programme and revisions to the Strategic Plan 2020-25: Community and Connection in light of the Covid-19 Pandemic.

He also informed Board members that the Planning Group had considered the Research Funding Expansion Strategy and had continued to monitor the HEA State Grant, Employment Control Framework staffing levels and the work of the Recruitment Sub-Committee.

**Action/Decision**

**159.01** The Board considered and approved the memorandum from the Vice-Provost/Chief Academic Officer, dated 17 February 2021 and the accompanying Planning Group Report #23.

**BD/20-21/160 Revisions to College Strategic Plan 2020-25: including 5-Year Financial Plan Covid-19 Revisions**

*Ms Shumane Cleary, Academic Services Division Planning and Finance Partner and Mr Keith Creedon, Financial Planning and Risk Manager joined the meeting for this item.*

The Vice-Provost/Chief Academic Officer introduced this item with reference to a presentation from himself and the ASD Planning and Finance Partner, dated 24 February which had been circulated in advance.

He advised Board members that due to the implications of the Pandemic and changes to the way in which the University conducts its work, some revisions were required to the actions and targets as set out in the Strategic Plan and the exact revisions proposed were detailed in the presentation. Overall, he advised that the revisions were proposed particularly in the areas of International, Finance and Capital Expenditure related actions. The Vice-Provost/Chief Academic Officer also informed the Board that an objective to reduce the Student: Staff ratio towards 16:1 is proposed.

The Treasurer/Chief Financial Officer, with reference to a presentation from himself and the Financial Planning & Risk Manager dated 24 February 2021, which had been circulated in advance, summarised for Board members the proposed revisions to the 5-year financial plan underpinning the Strategic Plan. He noted that while demand for undergraduate courses remains strong, recovery would be needed in postgraduate student recruitment. He also advised that a financial

recovery plan is being prepared for the Commercial Revenue Unit, where operations had been severely impacted by the Pandemic.

The Treasurer/Chief Financial Officer concluded by noting that the revised financial plan assumes the delivery of key goals and financial objectives outlined in the original plan as follows:

- (i) Financial sustainability – net surplus at 1% of Revenue in FY25 and EBITDA growth from 3% to 8% to cover investment plans
- (ii) Funding of €300m in place for Capital Investment Programmes
- (iii) Net Assets of the University > €800m
- (iv) Deliver on targets to reduce reliance on non-Exchequer income.

He noted that ongoing Covid-19 restrictions mean that there is still significant uncertainty, particularly in relation to the next financial year 2021/2022 and noted that there is a need to carefully monitor the evolving situation and revisit projections as appropriate.

The Provost thanked the Vice-Provost/Chief Academic Officer and the Treasurer/Chief Financial Officer and opened the item for discussion.

In response to a query from a Board member, the Vice-Provost/Chief Academic Officer advised that the mobility targets had been set in consultation with the Vice-President for Global Relations and her team, and as the targets may prove challenging in respect of physical mobility, blended options might also be considered.

In response to a query from a Board member, the Treasurer/Chief Academic Officer clarified that a rise in borrowing had been observed due to the business plans that have been approved in respect of capital projects such as the E3 Learning Foundry and the Old Library Redevelopment project, all of which are predicated on delivering additional income for the College.

Responding to comments from a Board member, the Vice-Provost/Chief Academic Officer advised the Board that the University is committed to seeking additional exchequer funding and the Treasurer/Chief Financial Officer noted that a percentage growth in research income is also envisaged over the next couple of years. It was also noted that Trinity will continue to actively engage with the Government in terms of all aspects of funding.

In response to comments from a Board member, the importance of setting achievable targets in respect of non-EU student recruitment was acknowledged.

Following discussion and comments from several Board members, it was noted that a significant financial investment would be required to facilitate a further reduction of the Student: Staff ratio below 16:1. It was also noted that any increase in academic staff numbers to achieve this would also require a correlated increase in professional staff members and facilities and the fact that all targets in the Strategic Plan are more challenging than when first envisaged was acknowledged. Following further consideration it was agreed that the student: staff ratio target should remain at 16:1 in the Plan.

#### **Action/Decision**

**160.01** The Board considered and approved the presentations from the Vice-Provost/Chief Academic Officer and the Treasurer/Chief Financial Officer.

*Ms Cleary and Mr Creedon left the meeting at this point.*

#### **BD/20-21/161 Visitors**

The Secretary to the College, quoting from the Statutes, noted that the decisions of the Visitors are binding. He then provided the Board with a verbal update of a recent Visitors' hearing noting that it is the usual practice to not mention the name of the appellant in his reports to the Board.

In response to comments from Board members, the specific provisions in the Statutes regarding the process were noted.

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The Provost, noting that the Board minutes are published and that regular updates have been provided to the Board, suggested that for future reference a review of the process once completed may be beneficial.

A Board member, with reference to the Visitors decision, noted that a review would be helpful.

**Action/Decision**

**161.01** The Board received the report from the Secretary to the College.

**BD/20-21/162 Appointment of next Provost**

The Registrar provided Board members with a verbal update on the appointment process of the next Provost. He advised the Board that the Steering Committee will be suggesting that a greater element of interaction and debate be introduced into the campaign allowing for the need to conduct events online due to the Pandemic. He also noted that a discussion on Climate Change, chaired by Dr Mary Robinson, was scheduled for 25 February 2021.

The Registrar advised Board members that a number of practice sessions for the electronic voting and count were planned, including a dry-run for all members of the electorate to be held in March. He concluded by noting that a number of items for consideration in the future had been identified during the process and that the Steering Committee would be reporting on them following the conclusion of the process.

In response to comments from a Board member referencing recent commentary and, suggesting that a College-wide communication on the appointment process be issued, the Provost clarified that the appropriate procedures had been followed.

A Board member, who is also a member of the Steering Committee, advised Board members that the Steering Committee has agreed to conduct a review of the process and issue a report on its findings. The Provost clarified that this review would be conducted following the completion of the process and he thanked the Steering Committee for their work to date.

**Action/Decision**

**162.01.** The Board received the report from the Registrar.

**BD/20-21/163 Douglas Hyde Gallery – Chair of Board of Directors**

*The Provost left the meeting for this item which was taken at this point.*

The Vice-Provost/Chief Academic Officer, who chaired the meeting for this item, introduced this item for Board members with reference to his memorandum dated 19 February 2021. He advised the Board that the current Chair of the Douglas Hyde Gallery has completed two terms and as a result can no longer serve on the Board. As such it is proposed to nominate Dr Patrick Prendergast as Chair of the Board of the company with effect from 1 April 2021, for a four-year term.

**Action/Decision**

**163.01** The Board approved the memorandum from the Vice-Provost/Chief Academic Officer dated 19 February 2021 and the nomination contained within.

*The Provost re-joined the meeting at this point.*

**BD/2021/164 Annual Quality Report (AQR) 2019/20 to Quality & Qualifications Ireland (QQI)**

This item was deferred to the next meeting of the Board.

**BD/20-21/165 University Council**

The Board noted and approved the draft Acta of the Council dated 10 February 2021.

**BD/20-21/166 Any Other Urgent Business**

The Provost advised Board members that a letter for the attention of the Board had been received from Senator Lynn Ruane and Senator David Norris enquiring about the appointment process for the next Provost. The Provost proposed, and it was agreed, that he would reply on behalf of the Board to explain the process and to confirm that all procedures had been followed appropriately.

**SECTION B****BD/20-21/167 Board Business****(i) Callover**

The Board noted the callover updated to 27 January 2021.

**(ii) Outcomes**

The Board noted the Board outcomes from the meeting of 27 January 2021.

**BD/20-21/168 Audit Committee**

The Board noted and approved the draft minutes of the meeting of 8 December 2020, and the Appendices: Audit Committee Terms of Reference, and Internal Audit Charter

The Board noted and approved the draft minutes of the meeting of 26 January 2021

**BD/20-21/169 Equality Committee**

The Board noted and approved the draft minutes of the meeting of 13 January 2021.

**BD/20-21/170 Finance Committee**

The Board noted and approved the draft minutes of meeting of 4 February 2021.

**BD/20-21/171 Human Resources Committee**

The Board noted and approved the draft minutes of meeting of 4 December 2020.

**BD/20-21/172 Library and Information Policy Committee**

The Board noted and approved the draft minutes of meeting of 30 November 2020.

**BD/20-21/173 Quality Committee**

The Board noted and approved the draft minutes of meeting of 14 January 2021.

**SECTION C****BD/20-21/174 The Lir (National Academy of Dramatic Art): Amended Memorandum and Articles of Association**

The Board noted and approved the Memorandum from the Secretary to the College dated 19 February 2021.

**BD/20-21/175 School of Medicine Studentships 2020/21 – Correction to Memo previously approved by Board on 27 January 2021 (BD/20-21/148 refers)**

The Board noted and approved the amended memorandum from the School of Medicine dated 18 January 2021, with a corrected student ID number.

**BD/20-21/176 Higher Degrees**

The Board noted Higher Degrees, approved by the sub-committee of Board and Council on 10

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**BD/20-21/177 Sealings**

The Board noted the sealings, as circulated, attached as Appendix 1 to this Minute.

**This information is restricted due to commercial sensitivity.**

**BD/20-21/178 Related Entity Financial Reporting**

The Board noted the memorandum from the Treasurer/Chief Financial Officer dated 16 February 2021.

**BD/20-21/179 Associated Companies – Directors’ Reports**

The Board noted and approved the Memorandum from the Secretary to the College dated 17 February 2021.

**SECTION D**

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

Signed: .....

Date: .....