



Trinity College Dublin

Coláiste na Tríonóide, Baile Átha Cliath

The University of Dublin

Incorporating any amendments approved at subsequent Board meetings

Board Meeting 16 June 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 S Alyn Stacey, Professor L Brennan, Mr K Byrne, Ms J Donoghue, Professor D Faas, Mr D Grouse, Mr E Hand, Professor R A Kenny, Ms L Keogh, 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 A Burke.

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

Observers: Ms Bev Genockey (incoming SU Education Officer),
Ms Sierra Mueller-Owens (incoming SU Welfare Officer)

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

(by invitation) Interim Chief Operating Officer (Ms O Cunningham), Vice-President for Global Relations (Professor J Hussey).

The Provost welcomed Ms Genockey and Ms Mueller-Owens who introduced themselves to the meeting.

SECTION A

BD/20-21/295 Statements of Interest

The Secretary to the College advised that there was a potential conflict of the interest for Professor Alyn Stacey in respect of Agenda item A.8 Review of the Provost Appointment Process 2021. Having discussed the matter with Professor Alyn Stacey, the Secretary to the College recommended, and it was agreed, that Professor Alyn Stacey would make a statement at the start of the item and leave the meeting for the discussion on the item.

The Secretary to the College also advised that he had received a potential statement of interest from the Treasurer/Chief Financial Officer in respect of agenda item C.27 The Lir (iii) Change in Directorship. Having discussed the matter with Mr Reynolds, the Secretary to the College recommended, and it was agreed, that Mr Reynolds would leave the meeting for the discussion on that item.

BD/20-21/296 Minutes

The Board approved the draft minutes of the meetings of 19 May 2021 and 26 May 2021.

BD/20-21/297 Matters Arising

The following items were raised under matters arising:

- (i) **BD/20-21/293 Board Membership – Students' Union.**
it was noted that the incoming student representatives had been invited to attend this meeting of the Board and were present as observers.
- (ii) **BD/20-21/261 Strategy for Sport 2021/22-2025/26**
The Interim Chief Operating Officer confirmed that the title of the Strategy had been revised in keeping with the comments received from Board members and has been changed to the Strategy for Sport and Physical Activity 2021/22-2025/26.

The Secretary to the College advised the Board that there were a number of other matters arising which had been included the agenda for the meeting.

BD/20-21/298 Provost's Report

The Vice-Provost/Chief Academic Officer chaired the meeting for this item and invited the Provost to provide Board members with an update on his work programme for the year 2020/21. The Provost provided an update under the following headings:

(i) Governance

The Provost advised the Board that he had commenced the year with a determination to conclude the work of the Board Review Working Group (BRWG). However, with the announcement of proposed legislative changes from the Minister for Further and Higher Education, Research, Innovation and Science (FHERIS) the work of the Working Group needed to be further considered. Noting that following substantial discussions at Board, the Provost advised that the Board's input has informed the final report of the Working Group which addresses higher level governance principles and was on the agenda for approval later in the meeting.

(ii) Inspiring Generations Philanthropic Campaign

The Provost advised Board members that the final meeting of the Provost's Council was scheduled for the following week. After which, he anticipates being able to announce that the targets of €400m in donations and 150,000 in volunteer hours, as set down in the Philanthropic Campaign – Inspiring Generations, have been exceeded. He noted the significant donations received, particularly in recent months, and was pleased to see that philanthropic activity had not been negatively impacted by the Pandemic. The donations would make a significant contribution to many new initiatives and capital projects.

(iii) E3 Learning Foundry

Extending his thanks to the Bursar/Director of Strategic Innovation, the Provost noted that the E3 Learning Foundry was proceeding to construction phase. He also advised the Board that he will have the honour of attending a sod turning ceremony at end of July at the east side of College and he also noted that the old Anatomy annex demolition works were proceeding.

(iv) E3 Research Institute

The Provost, noting that an item on the design brief for this item was on the agenda for the meeting, advised the Board that there is now a good level of finance and support behind this project. He noted that the Strategic Assessment Report (SAR) had been submitted to the Government for consideration in respect of State funding.

(v) Trinity St James's Cancer Institute

The Provost noted that a strong governance structure was now in place for this project and that An Taoiseach, Mr Micheál Martin T.D. had attended the recent signing of the Memorandum of Understanding (MOU). He also advised that a new Chair Professorship to support this project is being discussed with a potential donor.

(vi) Old Library Redevelopment Project

The Provost advised that on receipt of government funding and significant philanthropic funding this project was attracting very welcome additional finance and had been approved to go to the tender stage.

(vi) New Generations

It was noted that this project has increased the number of the Provost PhD awards and enabled several new academic posts including 6 new posts in E3 schools. The Provost also noted that several new Chair Professorships had been created as a result of this project.

(vii) Other Strategic Capital Projects

It was noted that the Printing House Square and the Historic Accommodation Buildings projects were continuing to progress.

(viii) Academic Matters

The Provost commended the great work that has been done to embed the Trinity Education. He advised the Board that the Human Capital Initiative (HCI) had been a tremendous success as had the Charm-EU project which sees Trinity being a member of the first consortium in Europe to award degrees under the EU European Universities Alliance.

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The Provost also noted that, at the last meeting of the University's Council of this academic year, approval was given to commence the Postgraduate education renewal process.

(ix) Chair Recruitment

The success of the Senior Academic Leadership Initiative (SALI) was acknowledged noting that through it Trinity received funding that enabled the recruitment of 2 new Chair Professors.

(x) Items of Significance in 2020-2021

The Provost acknowledged some other significant pieces of work that had been conducted in the academic year 2020-2021 including:

- The Development of a Sustainability Policy.
- Managing the impact of Covid-19 and the Preparation for the Reopening of Campus
- The Provost's Appointment Process 2021.

(xi) External Relations

The Provost advised that good working relationships had been formed with the Minister for Further and Higher Education, Research, Innovation and Science, with other Ministers and with An Tánaiste and An Taoiseach. Strong EU relationships have also been formed over his term as Provost.

(xii) Financial Matters

The Provost noted the importance of the Board continuing to closely monitor financial matters. He emphasised the need to continue to maximise revenues and control expenditure. Noting that international student recruitment levels had remained constant, despite the Pandemic, he extended his thanks to the Vice-President for Global Relations and her team for their work in this regard.

The Provost also noted the importance of continuing to actively pursue appropriate levels of public funding especially research funding.

He also noted that while the activities of the Commercial Revenue Unit had been severely impacted by the Pandemic, the Interim Chief Operating Officer and her team are working diligently to limit further reductions in income and to restore activities as and when it is feasible to do so.

The Vice-Provost/Chief Academic Officer thanked the Provost and opened the item for questions and comments.

Some Board members acknowledged the hard work of the Provost, particularly over the last year and commended him for his achievements.

The Provost, responding to comments from a Board member in respect of the communications plan for the Inspiring Generations Campaign, noted that while philanthropy enables new things it is not a substitute for adequate core State funding and that it is important to keep this in mind.

Several Board members extended their thanks and praise to the Provost, acknowledging his significant array of achievements during his tenure and his tireless efforts to safeguard and yet develop all aspects of the University.

The Vice-Provost/Chief Academic Officer also extended his personal congratulations to the Provost on his many achievements.

BD/20-21/299

Report of the Board Review Working Group and Government Legislative Proposals regarding Governance of Irish Higher Education Institutions

Mr Dermot McCarthy, Chair of the Board Review Working Group joined the meeting for this item.

The Provost advised that unfortunately the Provost-elect was on leave and was unavailable to join for this item.

Mr McCarthy introduced this item with reference to his memorandum dated 9 June 2021 and the accompanying Report from the Board Review Working Group, which had been circulated. He noted that the Board had established the Working Group based on the findings of an internal evaluation process and initially the Working Group had focused exclusively on Trinity's needs. Subsequently, a new set of proposals for legislative change to the governance of Universities had been developed by the Government and they had then been considered by the Working Group also.

He advised the Board that the Report addresses some of the amendments in the legislative proposals and, while it did not make specific suggestions regarding the size of the Board, it provided some guiding principles in this regard. Mr McCarthy noted that the Report proposed a smaller Board more with a greater focus on strategic issues and advised that consideration should be given to the composition and role of the Board in the context of the overall governance and autonomy of the University. He concluded by acknowledging the significant engagement that had been evident and advised Board members that it is envisaged that the Report will be helpful to the Board while there are ongoing discussions with the Government at a sectoral level.

In the course of the discussion that followed, the Report was welcomed and the work of the Working Group was acknowledged and the following points were noted:

- Several Board members raised concerns in relation to the use of the word 'significantly' in Section 6.1 of the Report and it was suggested that this word be removed from the sentence: 'We propose a significantly smaller overall number of members than is currently the case'.
- A concern was expressed in relation to a proposed increase in the number of external Board members and the method by which these members are appointed.
- The recommendations in the Report on the enhancement of the role of Principal Committees and on the operation of the Board was welcomed.
- The introduction of an external Chair of the Board was noted as a significant compromise on behalf of the University.

The Vice-Provost/Chief Academic Officer welcomed the Report noting that it would form a good basis for further discussions with the Government and that while an overall internal majority remains the key priority there should be some appetite for flexibility demonstrated by the University on other points.

The Provost, responding to comments from Board members, noted the mandate to maintain a majority of internal Board members and advised that it is likely that some negotiation and compromise will be required in respect of achieving agreement with the Government in respect of the legislative proposals. He also noted that a Board comprising of a majority of internal Board members should also give the flexibility to ensure staff input is satisfactorily maintained.

Mr McCarthy, in response to queries from Board members, clarified that Board members are currently either nominated or elected to the Board. The Provost also clarified that it is envisaged that Trinity will decide who the external Board members will be through the establishment of a Nomination Committee which will consider the required membership and make recommendations to the Board in respect of external members. He also noted however, that currently the Minister appoints 1 person as an external Board member, and it is likely that this practice will continue.

Mr McCarthy, in response to comments from a Board member in opposition to the introduction of a framework of competencies for new Board members, noted that the process of election to the Board judges the competencies of those standing for election and that through this mechanism the electorate will continue to choose members of the Board.

Following further comments from several Board members, the Provost, noting that the Report demonstrates a progressive position on the part of the University, proposed, and it was agreed, to adopt the Report subject to the removal of the word 'significantly' from Section 6 and Mr McCarthy confirmed that he would advise the members of the Working Group that the Board has

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asked for the word 'significantly' to be removed.

The Provost, on behalf of the Board, extended his thanks to Mr McCarthy for his valuable contribution to Trinity in respect of the Board Review and the subsequent discussions regarding the proposed legislative changes.

Mr McCarthy noted that he had enjoyed his time working on this matter with the University and commended the Board for its robust consideration of the matter and for its efforts to maintain the traditions and independence of the University.

Action/Decision

299.01 The Board considered and discussed the memorandum from the Chair of the Board Review Working Group dated 9 June 2021.

299.02 The Board adopted the Report from the Board Review Working Group subject to the removal of the word 'significantly' from Section 6.1 of the Report.

The dissent of Professor Alyn-Stacey, Mr Byrne, Mr Grouse, Mr Hand, Ms Mathews McKay and Professor Walsh was noted.

Mr McCarthy and Professor Nolan left the meeting at this point.

BD/20-21/300 Trinity Development and Alumni (TDA) Business Case 2021-2026

Director of Advancement (TDA), Ms Kate Bond and Director of Operations (TDA), Mr David O'Shea joined the meeting for this item.

The Provost welcomed Ms Bond and Mr O'Shea to the meeting.

Ms Bond introduced the item with reference to her presentation dated 16 June 2021 which had been circulated in advance. She advised the Board that Trinity Development and Alumni (TDA) is a separate legal entity where she as Director & CEO reports to the Board and the Provost. Ms Bond informed the Board that TDA is currently in the final year of a 5-year business case and as such a request for continued funding from the University was before the Board. She advised the Board that any investment made would be used to generate a return to the University and an increase in philanthropic performance.

Ms Bond summarised the growth and expansion of philanthropic activities envisaged and areas of potential for the next 5 years noting the importance of Alumni engagement to fundraising.

Mr O'Shea advised the Board that the TDA senior management team were reviewing the staffing structure with a view to increasing efficiencies while also reducing the non-pay request to the University.

The Provost thanked Ms Bond and Mr O'Shea and opened the item for comments and discussion.

Some Board members expressed their reservations about the proposal noting the current recruitment freeze in the university and the unknown financial effects of the Covid-19 Pandemic on the University. The importance of ensuring that the academic activities of the University are appropriately funded to compliment philanthropic activities was also noted.

The Provost, noting the importance of having the support of professional staff, advised the Board of the key role that TDA fulfils in achieving philanthropic goals.

Ms Bond, in response to comments from a Board member regarding the timing of this proposal and the importance of prioritising where funding is assigned, noted that investment in TDA would facilitate a greater level of philanthropic activity and would generate a good return. She noted the anticipated pressure on funds in the coming months ahead and advised that philanthropy would be a critical source of income for the university.

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Responding to comments from Board members, the Vice-Provost/Chief Academic Officer clarified that a large percentage of staffing requests received by the Recruitment Sub-Group had been approved to date. He also noted that comparable investment had been recently approved for the Academic Registry and for Trinity Research and Innovation and that the request from TDA was in keeping with these. Voicing his strong support for the proposal, he also noted the impressive return on investment which can be achieved from investment in TDA.

In response to comments from a Board member in respect of the timing of this proposal the Vice-Provost/Chief Academic Officer noted the importance of philanthropic funding for schools especially those that have a number of retirements due. The Provost also noted that philanthropic funding had facilitated several professorial appointments in recent years.

Several Board members congratulated the TDA team for their achievements to date and voiced their support for the proposal. In particular it was noted that many hundreds of students have been supported due to the fundraising activities of TDA. It was also noted that TDA management team had adjusted their plans to the budget requested and that it would not be timely to disrupt the significant level of momentum and engagement that philanthropic activities are currently experiencing.

The importance of alumni engagement and the assistance TDA gives to the promotion of Trinity around the world was acknowledged.

Action/Decision

300.01 The Board considered and approved the memorandum from the Director of Advancement, Trinity Development and Alumni, dated 3 June 2021 and the financial requests as contained within.

The dissent of Professor Ahmad, Mr Byrne and Professor Phelan was noted.

Ms Bond and Mr O'Shea left the meeting at this point.

BD/20-21/301 Trinity East

(i) Acquisition of IDA Lease

Mr Andrew Grainger, Independent Monitor; Mr Diarmuid O'Brien, Chief Innovation and Enterprise Officer; Ms Mary Birmingham, Trinity East Project Director; Ms Jennifer Crossman, Trinity East Project Finance Director; and Mr Mike Clark, Director of Campus Infrastructure joined the meeting for this sub-item.

Ms Birmingham introduced the item with reference to a presentation dated 16 June 2021, which had been circulated in advance. She provided the Board with an update on the discussions in relation to the acquisition of the IDA Ireland (IDA) freehold lease and advised that approval was sought to acquire the IDA freehold lease which would remove some of the restrictions on the use of the site and facilitate the development of research led facilities.

Ms Birmingham provided the Board with the strategic rationale for the proposal and provided an overview of the transaction and the associated financial implications. She also outlined the proposed funding mechanism and shared legal advice that had been received in respect of the proposal. A summary of the associated risks was also provided for Board members.

She advised the Board of the request before the Board for approval noting that it was for the approval of the acquisition of the freehold interest in the Trinity East site from the IDA and that permission was sought to enter into binding contracts with IDA based on the non-binding Heads of Term agreed with a target completion by Quarter 4 2021.

Ms Birmingham also clarified that approval is sought to complete the transaction with debt funding and for permission to explore further the optimum longer-term repayment strategy to be subsequently recommended to the Board for approval.

Mr Grainger, with reference to his report dated June 2021 advised the Board that in his opinion the proposal made strategic and financial sense. He confirmed his support for the proposal and recommended the acquisition of the lease to the Board, funded as recommended.

In response to a query from a Board member, Mr Grainger advised that if the acquisition did not proceed the IDA would hold an element of control on the use of site which would limit Trinity's

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ability to apply for planning, to develop or sell the site.

In response to comments and a query from a Board member, the Provost, noting the potential of this acquisition to expand the Trinity campus and educational activities, advised that he had briefed the incoming Provost and discussed this matter with her. The Provost also clarified that he and the Bursar/Director of Strategic Innovation are to be members of the Trinity East Transition Group.

Responding to the queries from a Board member in respect of the recommended funding model, Ms Birmingham advised that there are 2 repayment options and that Trinity could decide which to avail of. She also clarified the valuation method used to value the site.

A Board member noted his concerns about the scale of the project and associated required funding being brought to the Board at a time when the impact of the Pandemic on student recruitment and the demand for office accommodation is unknown.

Mr Clark left the meeting at this point.

In response to queries from a Board member, Ms Birmingham advised that a full cost review of the project could be conducted in parallel to the acquisition of the lease noting that it would be difficult to advance any proposals without full control of the site.

In response to reservations expressed by some Board members, the Vice-Provost/Chief Academic Officer voiced his support for the proposal noting that this site would be an asset to the University for several decades to come and that in order to fully develop the E3 Research Institute, the minimisation of restrictions on the site was important.

The Board considered and approved the memorandum from the Chief Innovation and Enterprise Officer (et al.) dated 16 June 2021 and the requests as contained within.

(ii) Proceed to Tender with the Portal (Trinity East Early Activation)

(iii) Independent Monitor Report

The Chief Innovation and Enterprise Officer invited the Board's attention to his presentation dated 16 June 2021 and advised the Board that approval was sought to bring forward the project to the tender stage and that there was no financial ask at this time. He advised the Board that in the next academic term it is proposed to present the final business case for the project, a revised governance structure and a request to appoint the successful contractor to the Board for approval.

Dr O'Brien advised the Board of some of the potential benefits arising from the development of the site noting that funding was in place to support this development. He also advised that this project has planning permission and government approval and had been approved by the Board last year subject to the building swap being completed.

Mr Grainger, referencing his report of June 2021, noted that this project as the first step in the development of the Trinity East campus. He advised Board members that the Board is being asked to approve the project to proceed to tender with the final go ahead reserved until the autumn based on: tendered costs; some flexibility within the scope if tendered costs are favourable; a finalised operational model; an updated business case based on tender prices and a proposed governance structure. Mr Grainger also noted that by the autumn there may also be greater clarity in respect of Immigrant Investor Programme (IIP) funding. He concluded by endorsing the suggested approach to the Board.

As Mr Vernon was unavoidably unavailable for this item, the Secretary to the College read aloud comments from Mr Vernon which detailed his support for the proposals.

In response to comments from a Board member, the importance of ensuring a provision for dedicated student spaces in the development was acknowledged in addition to ensuring appropriate levels of accessibility so that the space can be of benefit to the entire College community.

In response to queries from a Board member, Dr O'Brien advised that the budget had been adjusted to reflect inflated costs due to Brexit and the Pandemic. He also clarified that the project budget had been reviewed in the light of recently awarded immigrant Investor Programme funding which has been secured. Dr O'Brien also clarified the baseline occupancy rate being used to reflect the post-Pandemic market.

Responding to a query from a Board member, the Independent Monitor advised that the project team have made significant efforts to bring costs down as much as possible, however, given the degree of uncertainty in the market at present exact predictions were difficult to estimate and that

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moving to a tender process would bring clarity in this regard.

Dr O'Brien, responding to a query from a Board member advised that there are no binding legal obligations from proceeding with a tender process at this stage of the project.

A Board member, while commending the work of the project team to date, again voiced his concerns regarding the timing and scale of the Trinity East Development.

A Board member noted that the tender process would bring clarity to the costs and future direction of the project and would give more clarity to future decisions on the true costs and the Provost confirmed that it would assist with the planning process.

In response to comments from a Board member, it was noted that consideration could be given to having timely, legal opinions accompanying all future proposals.

The Provost thanked everyone who joined the meeting for this item and closed the discussion.

Action/Decision

301.01 The Board considered and approved the memorandum from the Chief Innovation and Enterprise Officer (et al.) dated 16 June 2021 and the request as contained within.

301.02 The Board considered and approved the presentation from the Chief Innovation and Enterprise Officer (et al.) dated 16 June 2021 and the requests contained within including the request to proceed to tender for the Portal (Trinity East Early Activation).

301.03 The Board considered and approved the memorandum from the Independent Monitor dated 8 June 2021.

The dissent of Professor Phelan was noted in respect of items (i) and (ii).

Mr Grainger, Dr O'Brien, Ms Birmingham and Ms Crossman left the meeting at this point.

BD/20-21/302 Consent Action Plan and Terms of Reference

Associate Vice-Provost for Equality, Diversity and Inclusion, Professor Clodagh Brook, joined the meeting for this item

The Associate Vice-Provost for Equality, Diversity and Inclusion introduced the item with reference to her memorandum dated 9 June 2021, and her presentation dated 9 June 2021, which had been circulated in advance. She advised the Board that the development of a Consent Action Plan was a key area of interest for the University, the Students' Union, the Minister for Further and Higher Education, Research, Innovation and Science and the former Minister of State for Higher Education.

Professor Brook advised that the Higher Education Authority (HEA) had asked for such action plans to be developed in each university and summarised the 4 key areas with which the plan deals, the communication policy and reporting structures.

Professor Brook advised the Board that it is proposed to update and develop the separate policy for sexual harassment and misconduct.

She informed the Board that the draft Consent Action Plan is due to be finalised in the coming week and that the Irish Universities Association (IUA) will be submitting a financial ask to the HEA for a highlighted targeted investment in a budget submission to underpin the implementation of the plans.

The Provost thanked Professor Brook and opened the item for comments and questions.

Several Board members welcomed the Action Plan and the draft Terms of Reference and thanked Professor Brook for her work on this item to date. The need to appropriately assess anonymous complaints was also acknowledged.

In response to comments from Board members, the importance of appropriate training for staff and students and the need for good communication were acknowledged. It was suggested that the membership of the oversight group might include a representative of academic staff.

Action/Decision

302.01 The Board considered and approved the memorandum from the Associate Vice-Provost for

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Equality, Diversity and Inclusion dated 9 June 2021 and the accompanying Consent Action Plan and draft Terms of Reference.

Professor Brook left the meeting at this point.

BD/20-21/303 Review of the Provost Appointment Process 2021

Professor Gerry Whyte joined the meeting for this item.

The Vice-Provost/Chief Academic Officer invited the Board's attention to his memorandum dated 9 June 2021, and his presentation dated 16 June 2021, which had been circulated in advance. He advised the Board that some of the recommendations in the Report may require Statutory changes and that it is proposed that such changes are made at a time when the final legislative proposals for the forthcoming HEA legislation are known.

The Vice-Provost/Chief Academic Officer summarised the recommendations in the Report for the Board, noting that it is recommended that electronic voting be maintained but combined with a physical gathering on election day. With respect to the difficulties faced when populating the required Committees, he advised that it is recommended to include non-Board members such as members of Council and also noted the recommendation that the Chair of the Fellows becomes a member of the Interview Committee.

With reference to the Interview Stage of the Process, the Vice-Provost/Chief Academic Officer advised that there were three recommendations in the report. It is envisaged that these recommendations would address the general nature of the eligibility criteria as set out in the Statutes. It is also advisable that Board give greater guidance to future Interview Committees in the Schedule in the Statutes on this item.

The Vice-Provost/Chief Academic Officer noted that a piece of work remains to be done to identify a means of resolving an 'n'-way tie. He concluded by noting that there were two items out of the scope of this review which were the challenge of attracting external candidates and the size and franchise of electorate.

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

Professor Alyn Stacey provided the Board with her reflections on the process particularly as she had applied for the position of Provost on this occasion, a decision to which she had given much consideration. In particular, she noted a perceived lack of clarity on the role of the Interview Committee. Professor Alyn Stacey also noted the important role of the 12 nominations which are required for a candidate who is successful at the Interview Stage to progress to the Election Stage. She concluded by noting the deciding role the members of the electorate have and the importance of this in the selection of a Provost.

The Provost thanked Professor Alyn Stacey for her comments and commended her and all candidates in applying for the position of Provost.

Professor Alyn Stacey left the meeting at this point.

Several Board members welcomed the Report while noting areas for further improvement in the process such as greater clarity on the role of the Interview Committee and transparency of what is entailed. The size and composition of the electorate was also noted as an item for further consideration.

The Provost noted that the relevant dissents would be recorded in the minutes but that overall a very good process had been conducted. He also noted the criteria for candidate eligibility were in need of further clarification.

The Vice-Provost/Chief Academic Officer, responding to comments from Board members, noted that it is agreed that issues of the size of the electorate and the franchise need to be addressed. He clarified that Recommendations 4.1 and 4.2 in the Report are proposed to provide a greater clarity on the remit of the Interview Committee. He also noted that members of the Interview Committee had stated that they had found the involvement of Human Resources to be

beneficial and helpful.

The Vice-Provost/Chief Academic Officer also thanked a Board member for acknowledging and bringing to the Board's attention the difficulty that media coverage received at the time had caused for members of the Interview Committee and Human Resources.

A Board member, having served on the Interview Committee, clarified for the Board that all members of the Committee were at all times at liberty to make their own decisions in respect of candidate eligibility. He also noted that the Visitors had not upheld an appeal by a candidate and had ruled that the process had been conducted in keeping with the Statutes. The Provost thanked the Board member and acknowledged these points.

A Board member, who had been a member of the Working Group, clarified for the Board that the Report is a reasonable and logical discussion of the election to serve as a roadmap for the Board to address some of the key issues and observations for future Appointment Processes.

At the invitation of the Provost, Professor Whyte advised the Board that the recommendations contained in the Report invites Board to clarify the criteria for eligibility in the process so that there is greater clarity for candidates in this regard.

The Vice-Provost/Chief Academic Officer clarified that all members of the Working Group were in agreement with the Report.

Action/Decision

303.01 The Board noted and approved the memorandum from the Vice-Provost/Chief Academic Officer and the accompanying Report on the Review of the Provost Appointment Process 2021.

The dissent of Professor Brennan, Mr Byrne and Ms Scanlon was noted.

Professor Whyte left the meeting at this point.

BD/20-21/304 Revised Risk Registers (University 2020-2021, Trinity East, Strategic Plan 2020-2025)
This item was deferred to the next meeting of the Board.

BD/20-21/305 Revised Code of Governance
The Registrar Introduced this item with reference to his memorandum dated 14 June 2021, which had been circulated in advance. He advised the Board that following the adoption by the Board of the Sectoral Code of Governance in 2019, a Sub-Group of the Board, chaired by himself was tasked with revising that Code to meet the operational requirements of the University. The Trinity Code of Governance 2021 was presented to the Board for approval.

Action/Decision

305.01 Board considered and approved the memorandum from the Registrar dated 14 June 2021 and the accompanying Trinity Code of Governance 2021.

BD/20-21/306 Honorary Degrees
The Board noted and approved the memorandum from the Registrar dated 9 June 2021, which was tabled.

BD/20-21/307 University Council
The Board noted and approved the draft Acta of the Council meeting of 2 June 2021.

BD/20-21/308 Any Other Urgent Business
In response to comments from a Board member, it was noted that the decision in respect of catering and accommodation rates had been taken by the Finance Committee.

SECTION A2

BD/20-21/309 Occasional Staff and Casual Pay Policy

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Ms Gwen Turner and Ms Antoinette Quinn joined the meeting for this item.

Ms Turner invited the Board's attention to a presentation dated June 2021 which had been circulated in advance.

Several Board members welcomed the policy noting that the use of casual pay has expanded and that the policy would enhance the regularisation of the use of such engagements.

In response to a query from a Board member, Ms Quinn advised that the relevant rates of pay for occasional and Casual Paid staff are not specified in the policy but displayed on the HR website. She advised that while there are specified pay bands, Schools engaging such staff should select the rate most reflective of the work required and the experience of the individual.

Action/Decision

309.01 The Board considered and approved the memorandum from the Head of Strategic Planning and Process Improvement (HR) dated 4 June 2021 and the accompanying Policy.

Ms Turner and Ms Quinn left the meeting at this point.

BD/20-21/310 Revised Accessible Information Policy

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

SECTION B

BD/20-21/311 Board Business

- (i) The Board noted the callover updated to 26 May 2021.
- (ii) The Board noted the outcomes from the meetings of 19 May 2021 and 26 May 2021.

BD/20-21/312 Audit Committee

The Board noted and approved the minutes of the meeting of 27 April 2021.

BD/20-21/313 Equality Committee

The Board noted and approved the minutes of the meeting of 17 May 2021 and the accompanying terms of reference of the Racial and Ethnic Equality Working Group.

BD/20-21/314 Estates Policy Committee

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

BD/20-21/315 Finance Committee

The Treasurer/Chief Financial Officer invited the Board's attention to those minutes of particular relevance to Board members.

Some Board members expressed their reservations in respect of the recent approval of increase in charges in catering and student accommodation.

The Board noted and approved the minutes of the meeting of 1 June 2021.

BD/20-21/316 Quality Committee

The Board noted and approved the minutes of the meetings of 15 April 2021 and 13 May 2021 and the accompanying QQI Accreditation principles.

Section A Resumed

BD/20-21/317 Final Board Meeting for the Provost

The Vice-Provost/Chief Academic Officer chaired this section of the meeting and invited Professor Kenny, as an elected Fellow on Board, to address the Board and in particular the out-

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Professor Kenny, reflecting back to August 2011 when the Provost took up office noted the challenging environment which had marked the start of the Provost's tenure. She noted the many achievements of the Provost including his commitment to several strategic capital projects including the refurbishment of the Rubrics and the Old Library, the Trinity Business School, the E3 Learning Foundry and increased student accommodation at Printing House Square. She also welcomed other strategic initiatives commenced by the Provost including the Trinity St James's Cancer Institute and Trinity East which will change the face of Dublin and our campus.

Professor Kenny also commended the Provost for his commitment to sustainability, renewing the undergraduate education experience, global relations and philanthropy. She concluded by acknowledging the Provost's leadership skills and, in particular, in respect of his choice of Annual Officers over the years each of whom had provided great energy and vision. She also thanked the Provost for his leadership in the most recent year when proposed changes to legislation posed challenges to the University's governance.

The Vice-Provost/Chief Academic Officer then invited Mr Grouse, an elected Technical, Administrative and Support Staff member on the Board to address the Board. Wishing the Provost the very best for the future, Mr Grouse thanked the Provost for his contributions to the University over the last ten years. Reflecting on that time, he noted some areas that would benefit from further enhancement including items such as staff promotions and addressing the franchise as observed in the Provost's Appointment Process. Mr Grouse also noted the unique position of the Provost in inspiring and leading the University and commended all members of the University for adapting to the many challenges faced as a result of the Pandemic.

The Provost thanked Professor Kenny and Mr Grouse for their kind words and reflections. He noted also that it was the last Board meeting which he would Chair for several other Board members. He extended his thanks to the Vice-Provost/Chief Academic Officer, Professor Jürgen Barkhoff, and the Senior Lecturer/Dean of Undergraduate Studies, Professor Kevin Mitchell. In particular he noted their great achievements in delivering the Trinity Education Project (TEP) and in facing the challenges which arose from the Pandemic for the continuity of teaching.

The Provost also thanked and praised the work of the Registrar, Professor Brendan Tangney, particularly for overseeing the Provost Appointment Process and for delivering the election through electronic means due to the Pandemic. He also commended the Bursar/Director of Strategic Innovation, Professor Veronica Campbell, on her outstanding work on multiple large-scale strategic capital projects.

Noting the exceptional achievement in increasing Trinity's reputation around the world and in establishing Global Relations in Trinity, the Provost extended his thanks to the Vice-President for Global Relations, Professor Juliette Hussey, and her team.

He noted the effective and constructive engagement which had been demonstrated by the student representatives on the Board and thanked each one for their contributions.

The Provost also thanked the Secretary to the College, Mr John Coman, the Assistant Secretary, Ms Victoria Butler and Ms Aoife Crawford, Administrative Officer in the Secretary's Office for doing a tremendous job in effectively supporting all of the meetings of the Board.

SECTION C

BD/20-21/318 Administrative Procedures in the Summer Session

The Board noted and approved that items of routine College business relating to Board will be dealt with by the Provost or Vice-Provost/Chief Academic Officer between the last Board meeting of 2020/21 (16 June 2021) and the first Board meeting of 2021/22 (1 September 2021), and a report will be made to Board at its meeting of 15 September 2021

BD/20-21/319 E3RI Pre-Design Brief

The Board noted and approved the Memorandum from the Dean of Research Office dated 9 June 2021.

Incorporating any amendments approved at subsequent Board meetings

- BD/20-21/320 Audit Committee Terms of Reference**
The Board noted and approved the Memorandum from the Chair of the Audit Committee dated 9 June 2021.
- BD/20-21/321 Memo from Audit Committee on IT Security Arrangements**
The Board noted and approved the Memorandum from the Chair of the Audit Committee dated 9 June 2021.
- BD/20-21/322 Trinity College Dublin Academy of Dramatic Art (The Lir)**
- (i) Extension of the Lir Master Agreement at Trinity East**
The Board noted and approved the Memorandum from the Chief Innovation and Enterprise Officer and the Secretary to the College dated 10 June 2021.
 - (ii) Revised Constitution**
The Board noted and approved the Memorandum from the Secretary to the Lir Board dated 4 June 2021.
 - (iii) Change in Directorship**
The Board noted and approved the Memorandum from the Secretary to the College dated 4 June 2021.
- BD/20-21/323 Foundation Scholarship – Central Scholarship Committee**
The Board noted and approved the Memorandum from the Secretary to the Foundation Scholarship – Central Scholarship Committee dated 31 May 2021.
- BD/20-21/324 Higher Education Authority (HEA) Oversight Agreement 2021**
The Board noted and approved the Memorandum from the Secretary to the College and the Treasurer/Chief Financial Officer dated 27 May 2021.
- BD/20-21/325 Institutional Quality Review – Revised Case Studies**
The Board noted and approved the Memorandum from the Quality Officer dated 2 June 2021.
- BD/20-21/326 Revised Policy on Good Research Practice**
The Board noted and approved the Memorandum from the Associate Dean of Research dated 4 June 2021.
- BD/20-21/327 Review of Scholarship – Revised Terms of Reference**
The Board noted and approved the Memorandum from the Senior Lecturer/Dean of Undergraduate Studies dated 10 June 2021.
- BD/20-21/328 Chair of Early Irish**
The Board noted and approved the Memorandum from the Vice-Provost/Chief Academic Officer and the Head of the School of Languages, Literatures and Cultural Studies dated 10 June 2021.
- BD/20-21/329 Borrowing Framework and Loan Guarantees**
The Board noted and approved the Memorandum from the Project Appraisal Manager, Financial Services Division, dated 8 June 2021.
- BD/20-21/330 Higher Degrees**
The Board noted Higher Degrees, approved by the sub-committee of Board and Council on 2 June 2021.
- BD/20-21/331 Sealings**
The Board noted the Sealings (see Appendix 1 to this minute).

This information is restricted due to commercial sensitivity.

BD/20-21/332 Trinity College Dublin Annual Report 2019/20

The Board noted and approved the report.

BD/20-21/333 Associated Companies – Directors' Reports

The Board noted the Memorandum from the Secretary to the College dated 9 June 2021.

BD/20-21/334 Charities Governance Code Compliance Record

The Board noted and approved the Memorandum from the Secretary to the College dated 9 June 2021.

BD/20-21/335 Establishment of Centre for Global Intercultural Communication

The Board noted and approved the Memorandum from the Dean of Arts, Humanities and Social Sciences dated 9 June 2021.

BD/20-21/336 Membership of Audit Committee

The Board noted and approved the Memorandum from the Registrar dated 10 June 2021.

SECTION D

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