Incorporating any amendments approved at subsequent Board meetings

Board Meeting 20 April 2022

This meeting was conducted as a hybrid meeting with the majority of Board members present in the Trinity Board Room and some joining remotely using the Zoom application.

Present: Provost (Dr L Doyle), Vice-Provost/Chief Academic Officer (Professor O Sheils), Registrar (Professor N Cox), Bursar/Director of Strategic Innovation (Professor E Denny), Professor K Ahmad*, Professor S Alyn Stacey, Professor L Brennan, Mr K Byrne*, Ms J Donoghue, Professor D Faas*, Ms B Genockey, Mr D Grouse, Professor R A Kenny, Ms R Mathews-Mckay, Professor R McManus, Professor K McTiernan, Ms S Mueller-Owens, Ms G Scanlon, Professor J Walsh.

Apologies: Senior Lecturer/Dean of Undergraduate Studies (Professor D Shepherd), Professor A Burke, Ms Leah Keogh, Professor A Nolan, Professor D R Phelan, Professor L Roe, Professor A Seery, Professor F Sheerin.

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) Chief Operating Officer (Ms O Cunningham), Vice-President for Global Engagement (Professor E Stokes).

*Joined the meeting remotely through Zoom.

SECTION A

The Provost welcomed everyone to the meeting.

BD/21-22/233 Statements of Interest
The Secretary to the College advised that there was a statement of potential conflict of interest in respect of agenda item A.7 Board Elections for the following Board members: Professor Burke, Professor Brennan, Professor Faas, Mr Grouse, Professor McTiernan, Professor Phelan, Professor Seery and Ms Donoghue. Having discussed the matter with the Board members the Secretary to the College suggested, and it was agreed, that those Board members would leave the meeting for the decision on this item.

BD/21-22/234 Minutes of the Meeting of 23 March 2022
The Board approved the draft minutes of the meeting of 23 March 2022 with one small amendment to minute BD/21-22/200 to correct the title of Treasurer/Chief Financial Officer.

BD/21-22/235 Matters Arising
There were no matters arising.

BD/21-22/236 Strategic Capital Project Dashboard
The Board noted the Strategic Capital Project Dashboard.
Incorporating any amendments approved at subsequent Board meetings
for buildings and appropriate office accommodation, the Provost advised that there is direct engagement with the Estates and Facilities team in respect of building maintenance and managing local risks. Following comments from a Board member in respect of the potential risks to service provision due to new working arrangements, the importance of ensuring adequate facilities for visitors to the campus was acknowledged.

In response to comments from a Board member, the risks associated with technical resources and support for academic staff were acknowledged. Ms Carmichael responding to further comments from the Board member in relation to the geopolitical landscape advised that analysis and reporting programme in respect of the associated risks for the University was underway and that she will share this with the Provost as soon as it is available.

In response to comments from a Board member in respect of the student experience, Ms Carmichael advised that she would be happy to continue to liaise with any area to get a better understanding of the risks for that area.

Following comments from a Board member, the potential for risks to inform opportunities was acknowledged and it was noted that there are different ways to consider risk and that each way has its own merits. Ms Carmichael agreed with this comment and noted that it is when we discuss this type of risk and opportunity at an early point in the process, that it can be ensured that the maximum benefit is achieved in balance with the risks to be taken.

**Action/Decision**

237.01 The Board considered and approved the memorandum from the Chief Risk Officer dated 20 April 2022 and the accompanying University Risk Register 2021/2022.

*Ms Carmichael left the meeting at this point.*

**BD/21-22/238 Board Confidentiality**

The Provost addressed the Board in respect of the matter of Board confidentiality noting a media report on a recent Board discussion on a potential criminal investigation.

The Provost noted that under the Statutes all business of the Board is confidential and that the Statutes also state that the Provost is the spokesperson for the Board and that no member or person in attendance is authorised to speak on behalf of the Board without the express permission of the Provost or the Board. In addition it was noted that all queries from the media about the business of the Board are referred to the Director of Public Affairs and Communications in the first instance.

The Provost advised that if a Board member or person in attendance felt that information needed to be shared more widely then that point should be raised at the Board meeting at which the matter is discussed.

Several Board members expressed their concerns about breaches of confidentiality and voiced their strong support for the principle and practice of Board confidentiality.

Following comments from Board members, it was agreed that the Secretary to the College would take legal advice on whether a confidentiality agreement to be completed by Board members and those in attendance would be advisable.

The Provost concluded the item by again encouraging the person involved to come forward and to contact her directly to discuss the matter.

**BD/21-22/239 Higher Education Strategic Infrastructure Fund (HESIF) Update**

*Project Appraisals Manager, Mr Paul Coote and Head of Capital Projects, Mr Greg Power joined the meeting for this item.*

Incorporating any amendments approved at subsequent Board meetings
The Bursar/Director of Strategic Innovation with reference to her presentation dated 13 April 2022, which had been circulated, advised the Board of a funding opportunity provided by the Higher Education Authority (HEA). She noted that the objective of the fund is to deliver high quality higher education infrastructure within HEIs, which will deliver a major strategic impact for Ireland’s future skills needs and summarised the financial request of the proposed application.

She advised the Board that the proposed project reflected many of the priorities of the Strategic Plan including more informal learning spaces, a larger space for the School of Law, enhancing the sustainability of the Arts Building and improving space utilisation and energy efficiency. These will be captured in the proposed project through a refurbishment and energy upgrade of the existing Arts Building and an extension to the building to house the Law School and Student Centre.

The Bursar/Director of Strategic Innovation advised that should the funding application be successful a fully expanded business case would be brought to a future meeting of the Board for consideration as there were still a lot of uncertainties around the capital cost.

Mr Coote, noting that capital costs are very uncertain in the current climate, provided the Board with an overview of the proposed funding for the project which included the potential HESIF funding, philanthropy, student levy income and borrowing. In addition, he noted that if the Law School is to expand there will be an increase in revenue from the associated student fees.

Mr Coote concluded by noting the financial plan underpinning the project had been carefully considered by the team in the Financial Services Division and that the application was recommended to the Board for approval.

The Provost thanked the Bursar/Director of Strategic Innovation and opened the item for questions and comments.

Several Board members expressed their support for the project and for an application for funding to be submitted to the HEA. Mr Coote in response to a comment from the Vice-Provost/Chief Academic Officer, confirmed financing & borrowing capacity for this project.

Responding to comments from Board members in relation to ongoing and possible further expansion in student numbers and in capital projects, the Provost noted that a further strategic discussion would be needed on this matter; one which takes all strategic objectives and ongoing and future activities and funding in to account.

The Provost responding to a query from a Board member, clarified that should the funding application be successful an expanded business case will be brought to the Board for consideration at a later date due to current uncertainties around capital costs.

Responding to comments from a Board member the Bursar/Director of Strategic Innovation advised that a conservative approach in respect of student numbers had been taken in the preparation of the funding application and noted that the project would progress elements that have been in train for a long time and will improve access to the campus.

Mr Power responding to comments from Board members in respect of accessibility in the Arts Building, advised that if progressed the project would see the building becoming more accessible overall and it would also allow for decarbonisation works to take place. He also noted a previous accessibility study of the building and agreed to consider the findings of that report when preparing the detailed plans for the project.

The Provost thanked those involved in preparing the submission and clarified that if the funding application is not successful the project plans will be revisited to reflect the funding available.

I incorporating any amendments approved at subsequent Board meetings
Mr Coote and Mr Power left the meeting at this point.

Action/Decision

239.01 The Board considered and approved the presentation from the Bursar/Director of Strategic Innovation dated 13 April 2022.
239.02 The Board approved the submission of an application to the Higher Education Strategic Infrastructure Fund Round II (HESIF II) for the Trinity South Renewal Project: An enhancement and expansion infrastructure project for greater activity, openness and engagement.
239.03 The Board noted that subject to the HEA decision to award funding to this project in June 2022, an expanded business case will be presented to Board for approval later in the year due to current uncertainties.

BD/21-22/240 Update on the Higher Education Authority Bill, 2022 – Implications for the Board

The Secretary to the College referred to the memorandum of 14 April 2022 from him and the Registrar, which had been circulated in advance, and advised the Board that the Higher Education Authority Bill, 2022 was currently at the Third Stage (Committee Stage) in Dáil Éireann and that it was likely that this stage would conclude in the near future. He noted that while there had been more than 200 amendments proposed (with many based on suggestions from the Irish Universities Association) which had been tabled for discussion at the Committee Stage, no changes had been made to the Trinity specific provisions.

The Secretary to the College noted that it is possible that the Bill will be enacted by the Summer Recess after which the universities would have a 12-month transition period from the date of enactment/commencement to align with the new legislation which would see the number of Board members in Trinity reducing from 27 to 22. He noted that the Bill provided for five Fellows to be members of the Board and, as such, the future composition of the Trinity Board would be larger than that of the other universities.

It was noted that, as previously discussed, the Statutes and Schedules Working Party will prepare specific wording amendments for the Consolidated Statutes 2010 which will come to the Board for consideration following the enactment of the Bill.

The Secretary to the College summarised some suggestions regarding Board composition which reflected the proposed legislative changes and took account of the terms of current Board members. He noted that further consideration would need to be given to the use of grade and gender quotas in particular.

The Secretary to the College advised the Board that, following external legal advice, a Supplemental Charter is being prepared, which was in keeping with the process by which the Charter can be updated under Section 31 of the Universities Act 1997. He advised the Board that it is proposed that the wording of a draft Supplemental Charter will be discussed at the Board Away Day on 11 May 2022 and that the external legal advisors would be present to facilitate the discussion and answer any queries that Board members may have. A decision on the draft Supplemental Charter will not be sought at the Board Away Day on 11 May 2022. In light of the discussion there it is proposed to seek Board approval in principle to the Supplemental Charter at the Board meeting on 18 May 2022. An internal consultation period, to include students’ unions, trade unions, Fellows and Visitors would then follow with a view to final adoption of the Supplemental Charter by the Board on 15 June 2022. It would then be submitted for recognition by the Government.

In response to comments from a Board member the importance of determining the details on the process by which Board members are appointed in the future was noted and the Provost also noted the importance of being prepared for the legislation. The views of Board members,

Incorporating any amendments approved at subsequent Board meetings
staff and students were very welcome in that regard.

Responding to comments from a Board member in respect of how best to consult in relation to the Supplemental Charter, it was noted that further consideration will be given as to the most effective way to do this and the Provost noted that the Board Away Day will provide a good opportunity to discuss the matter further.

A Board member noted the potential of further strengthening the role and composition of the Principal Committees as one way of ensuring appropriate representation in the governance of the University. That point will be considered in the proposals to the amendments to the Statutes to be brought to the Board.

In response to comments from a Board member in respect of the proposed reduction in student representation on the Board, the Provost noted that while the legislation only provides for two student Board members, it is open to the Board to consider whether other student representatives could be in attendance at future meetings of the Board.

**Action/Decision**

**240.01** The Board noted and discussed the memorandum from the Registrar and the Secretary to the College dated 14 April 2022.

**BD/21-22/241 Board Elections**

(i) **Proposal to Postpone Upcoming Board Elections and to Extend the Term of Board Members**

The Secretary to the College with reference to the memorandum from him and the Registrar dated 19 April 2022 which had been circulated, advised the Board that in light of the upcoming legislative changes it was timely to consider Board membership. He advised the Board that in keeping with regular scheduling it would usually be at this point in the academic year that a timeline for the conduct of Board Elections would be brought to the Board for approval. Such elections this year would be to replace those Board members who are coming to the end of serving their current four-year term on the Board and that there were seven elected Board members and one external member to whom this applies.

He advised the Board that it is proposed to extend the terms of those current Board members whose term is due to come to an end in 2022 for a period of up to 1 year. He noted that during this short extension there is likely to be greater clarity on the composition of the Board for future years and that the appropriate elections would be held at that point and as required.

The Secretary to the College noted that if Board elections were to be held in keeping with usual scheduling it would result in a short term of membership for the new Board members involved and that this would count as having served a full term for the Board members who could then only serve for one further term of 4 years.

(ii) **2010 Consolidated Statutes: Proposed Amendment to Schedule on Elections to Board (Schedule 1 to Chapter on Board)**

The Registrar introduced this item with reference to his memorandum dated 19 April 2022 which had been circulated in advanced. He presented to the Board a proposed wording amendment to the Schedule on Elections to Board which would provide for the Board to have the remit to extend the term of a Board member in exceptional circumstances.

Following comments from Board members it was agreed that the proposed wording of the draft amendment is to be brought to the Statutes and Schedules Working Party for further consideration with a view to making the wording more precise and specific to the current situation.

(iii) **Alternative Proposal to Conduct Board Elections in 2022**

Incorporating any amendments approved at subsequent Board meetings
The Registrar with reference to the memorandum on an alternative proposal from himself and the Secretary to the College dated 19 April 2022, which had been circulated, advised the Board that it would of course be feasible to conduct the Board elections as usual and outlined a proposed timetable.

It was noted that should the Board wish for elections to take place at this time they would be largely conducted through electronic means with paper ballots issued for weekly paid members of staff.

The Provost invited the views of the Board members concerned in respect of the proposals.

A Board member advised that they had consulted with staff representative groups and that there had been agreement in respect of the proposed extension of terms for those involved and they noted the importance of ensuring continuity at this time of change so that the Board can continue to effectively conduct its business.

Those Board members concerned who were present at the meeting confirmed their agreement to continue to serve as Board members should the Board approve the extension of their terms.

A number of Board members voiced their support for keeping the Board membership as it is for now until there is greater clarity on the composition of the Board in the future. It was also noted that a period of time is required for new Board members to become familiar with the work of the Board and that should new Board members be elected for a likely reduced term there wouldn’t be sufficient time for this to take place.

A Board member also noted the importance of retaining the expertise and experience of the current Board at this important time for the University.

Professor Brennan, Ms Donoghue, Professor Faas, Mr Grouse and Professor McTiernan left the meeting at this point.

Some Board members expressed their concern about diverging from usual practice in respect of Board elections given that the Higher Education Authority Bill, 2022 has yet to be enacted and in particular in relation to the proposed wording change to the Statutes.

**Action/Decision**

241.01 The Board considered and approved the memorandum from the Secretary to the College and the Registrar dated 19 April 2022 in relation to (i) Proposal to Postpone Upcoming Board Elections and to Extend the Term of Board members.

241.02 The Board noted and approved the proposed extension of the term of current Board members until such time as the new Board is constituted and no later than June 2023.

241.03 The Board noted that the incoming Student Sabbatical Officers will serve on the Board until such time as the new Board is constituted and no later than June 2023.

241.04 Board noted and approved the proposed postponement of the upcoming Board elections until Autumn 2022.

241.05 The Board considered the memorandum from the Registrar dated 19 April 2022 in relation to (ii) 2010 Consolidated Statutes: Proposed Amendment to Schedule on Elections to the Board (Schedule 1 to Chapter on Board). The proposed wording of the draft amendment is to be brought to the Statutes and Schedules Working Party for further consideration with a view to making the wording more precise and specific to the current situation.

241.06 The Board considered and discussed the memorandum from the Secretary to the College and the Registrar regarding (iii) Alternative Proposal to conduct Board Elections in 2022.

The dissent of Professor Alyn Stacey on the principle of uncertainty in respect of the final wording of the legislation was noted.

Incorporating any amendments approved at subsequent Board meetings
Professor Brennan, Ms Donoghue, Professor Faas, Mr Grouse and Professor McTiernan re-joined the meeting at this point.

**BD/21-22/242 Policy Management Framework**

The Secretary to the College introduced the item with reference to a memorandum from him and the Academic Secretary dated 15 March 2022 which had been circulated in advance. He extended his thanks to Dr Elizabeth Donnellan in the Quality Office, Ms Sheena Brown in the Secretary’s Office and all those who had contributed to the development of this framework.

The Secretary to the College advised the Board that in line with good governance and in response to an Internal Audit recommendation, the Secretary’s Office had agreed to consult with key stakeholders and to develop a policy management framework for implementation across the University. He then provided Board members with an overview of the Framework noting the key steps envisaged in preparing and reviewing policies.

Several Board members welcomed the Framework and following queries from Board members, the Secretary to the College advised that his office, and in particular the Project Manager, Ms Sheena Brown, would oversee the implementation of the framework.

The Provost welcoming the Framework, noted the importance of university policies being regularly revised and readily accessible.

**Action/Decision 242.01.** The Board considered and approved the memorandum from the Secretary to the College and the Academic Secretary dated 15 March 2022.

**BD/21-22/243 Quarterly Financial Review and Forecasts**

The Treasurer/Chief Financial Officer introduced this item with reference to his presentation dated 20 April 2022, which had been circulated in advance. Noting that this item is to be a standing item on the Board Work Programme, he provided the Board with a summary of the key highlights of the financial performance of the University for the first quarter of the financial year 2021/2022. The Treasurer/Chief Financial Officer also provided information in respect of capital projects, cashflows, research activity, staff costs and tuition income.

He advised the Board that this information reflected a period prior to the Ukrainian war and noted the potential impact of inflation on many costs and, in particular, energy costs.

In response to queries from a Board member, the Treasurer/Chief Financial Officer clarified the maximum debt capacity of the University noting that the Strategic Plan is underpinned by a detailed financial plan and, in addition, the risk of relying on international fee income was acknowledged.

**Action/Decision 243.01.** The Board noted and discussed the presentation from the Treasurer/Chief Financial Officer dated 20 April 2022.

**BD/21-22/244 Foundation Scholarship 2022**

The Vice-Provost/Chief Academic Officer, with reference to the memorandum from the Senior Lecturer/Dean of Undergraduate Studies dated 8 April 2022, advised the Board that the Central Scholarship Committee had met on two occasions and that 51 candidates are being proposed for Scholarship.

Incorporating any amendments approved at subsequent Board meetings
It was noted that the announcement of the new Fellows and Scholars would take place on Trinity Monday, 25 April 2022.

**Action/Decision**

**244.01** The Board approved the memorandum from the Senior Lecturer/Dean of Undergraduate Studies dated 8 April 2022.

**BD/21-22/245 Board Away-Day and Revised Board Work Programme 2021/22**

The Secretary to the College, with reference to his memorandum dated 14 April 2022 which had been circulated in advance, provided the Board with an overview of the proposed discussion items and the arrangements for the upcoming Board Away Day scheduled for 11 May 2022. This is to include discussion on Biodiversity and Climate action and also discussion on a proposed draft Supplemental Charter.

Following comments from Board members, it was noted that further consideration would be given to the timing of future away days noting that scheduling such meetings to take place in the autumn may be beneficial. It was also noted that using such away days to discuss topics such as financial matters, sustainable public funding of the 3rd level sector and staff and student welfare would be helpful for Board members.

**Action/Decision**

**245.01** The Board noted and approved the memorandum from the Secretary to the College dated 14 April 2022.

**BD/21-22/246 Annual Officer**

The Provost provided the Board with an update in respect of this Annual Officership.

The Board noted and approved the memorandum from the Provost dated 20 April 2022 and the nomination of Professor Jane Stout as the Vice-President for Biodiversity and Climate Action as contained within.

**BD/21-22/247 Graduations**

The Registrar provided the Board with an update on the recent graduation ceremonies which had taken place. In particular he commended the team in the Academic Registry for their excellent work in organising the ceremonies.

The Registrar advised the Board that the instructions in relation to the dress code for ceremonies had been amended so that they are now non-gender specific. He also noted that should the cost of hiring a gown be prohibitive for a student that financial assistance would be available in this regard and several Board members extended their thanks to the Registrar for overseeing these changes.

**Action/Decision**

**247.01** The Board received the Report from the Registrar.

**BD/21-22/248 Honorary Degrees**

The Registrar, with reference to the discussion which had taken place earlier in the meeting on confidentiality, reminded Board members of the sensitive and confidential nature of the Honorary Degree process.

**Action/Decision**

**248.01** The Board approved the memorandum from the Registrar dated 20 April 2022.

**BD/21-22/249 Provost’s Report**

Incorporating any amendments approved at subsequent Board meetings
The Provost provided the Board with some clarifications in relation to the recent creation of a Chair Professorship and the subsequent proposed appointment which was no longer proceeding.

Several Board members welcomed the update from the Provost.

Following comments from a Board member, the potential role for the College Library in archiving key Pandemic related documents for the State was acknowledged.

Registrar left the meeting at this point.

Action/Decision

249.01 The Board received the report from the Provost.

BD/21-22/250 University Council
The Board noted and approved the draft Acta of the Council meeting of 6 April 2022.

BD/21-22/251 Any Other Urgent Business
There were no other items of urgent business.

SECTION B

BD/21-22/252 Board Business
(i) The Board noted the callover updated to 23 March 2022.
(ii) The Board noted the outcomes from the meetings of 23 March 2022.

BD/21-22/253 Quality Committee
The Board noted and approved the draft minutes of the meetings of 1 February 2022.

BD/21-22/254 Safety Committee
The Board noted and approved the draft minutes of the meetings of 21 October 2021.

SECTION C

BD/21-22/255 Board Business Approved by Written Procedure – Candidate for Professorial Fellowship
The Board noted that the circulated memorandum from the Provost dated 28 March 2022 was approved by the Board via written procedure on 29 March 2022.

BD/21-22/256 Trinity Teaching and Learning
The Board noted and approved the circulated memorandum from the Vice-Provost/Chief Academic Officer dated 31 March 2022.

BD/21-22/257 Resolution for the Re-appointment of Barclays Corporate Bank as a Banker for the University
The Board noted and approved the circulated memorandum from the Treasury Accountant, Financial Services Division, dated 11 April 2022.

BD/21-22/258 Higher Degrees
The Board noted Higher Degrees, approved by Council on 6 April 2022.

BD/21-22/259 Heads of School
The Board noted and approved the following nominations:
(i) Professor Lorna Carson as Head of School of Linguistic, Speech and Communication Sciences for a second term to the end of the academic year 2024/25;
(ii) Professor Siobhan Garrigan as Head of School of Religion, Theology, and Peace Studies for one further year to the end of the academic year 2022/23 (Professor Garrigan had spent one year of her current three-year term on sabbatical leave);

Incorporating any amendments approved at subsequent Board meetings
(iii) Professor John Gilmer as Head of School of Pharmacy and Pharmaceutical Sciences for a second term to the end of the academic year 2024/25.

**BD/21-22/260 Head of School of Dental Science and Dean of Dental Affairs**
The Board noted and approved the circulated memorandum from the Dean of the Faculty of Health Sciences dated 11 April 2022.

**BD/21-22/261 Intermissions of Foundation and Non-Foundation Scholarship**
The Board noted and approved the circulated memorandum from the Dean of Undergraduate Studies/Senior Lecturer dated 7 April 2022.

**BD/21-22/262 Establishment of Michael Gallagher Prize in Political Science**
The Board noted and approved the circulated memorandum from the Head of School of Social Sciences and Philosophy dated 21 March 2022.

**BD/21-22/263 Proctors’ Lists for Spring Commencements**
The Board noted that the Proctors’ Lists were approved by the sub-committee of Board and Council on 31 March 2022.

**BD/21-22/264 Dates of Board and Council Meetings 2022/2023**
The Board noted and approved the circulated memorandum from the Secretary to the College dated 6 April 2022.

**SECTION D**

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

Signed: ........................................

Date: ........................................