



**Minutes of the Finance Committee Meeting of 22 January 2016**

**PRESENT:** Provost (Chair), Bursar, Chief Operating Officer, Vice Provost/Chief Academic Officer, Ms. C. Curtis, Mr. J. Gorringe (by telephone), Registrar, Dean of Arts, Humanities & Social Sciences, Professor R. Gilligan, Chief Financial Officer (CFO) – Secretary of the Committee

**IN**

**ATTENDANCE:** Deputy CFO, President of the Graduate Students Union

**APOLOGIES:** President of the Students Union

The Committee noted and approved the minutes of the meeting of 16 December 2015. A matter arising from the minutes is recorded separately below - Minute FN/15-16/85 refers.

**Section A**

No items

**Section B**

**FN/15 - 16/85      Non-EU Fee Increases 2016/17 - Update**  
(Minute FN/15 - 16/70 of 16.12.2015 refers)

The Committee noted that the President of the Graduate Students Union endorsed the view of the President of the Students Union that any fee increases for 2016/17 should be deferred until all course reviews are completed.

**FN/15 - 16/86      Trinity Business School (Capital)**  
(Minute FN/14 - 15/132 of 08.06.2015 refers)

The Programme Manager, Ms. Edwina Hegarty, attended and the Project Sponsor, Professor Gerry Lacey, attended by telephone for this item.

The Committee considered the circulated paper from the Project Sponsor and Programme Manager dated 14.01.2016, which set out an update under the following headings:

- Stage Gate Approval Summary
- Current Best and Worst Case Budget Scenarios
- Stage Gate Approval from Stage 3 to Stage 4
- Financial Performance
- Stage Gate Approval Checklist
- Project Roadmap
- Outstanding Key Deliverables
- Key R.A.I.D. Requiring Attention
- Appendices

Setting out details of a stage gate approval request (including an additional item of expenditure in relation to a Clerk of Works), Professor Lacey highlighted that the request had previously been considered and approved by the Capital Review Group.

Having considered the financial position of the Project as the design phase comes to an end, including the best and worst case budget scenarios as outlined, the Committee noted that whilst it is on track in budgetary terms, the Project is experiencing cost pressures. Noting the key risks in this regard, the Committee requested that the Project Team undertake a comprehensive review of the risk register with FSD and that a more detailed explanation of the risks arising be included in the presentation going forward to Board.

Further noting that the contingency was at the lower end of the recommended scale, and notwithstanding the cost pressures as outlined, the Committee reiterated the need for the project to stay within the Board-approved budget and requested that a clear breakdown of the estimated capital costs (including IS costs for the new building) be set out in the presentation to Board. Finally, the Committee noted that the decant of the Simon Perry building is a separate project.

In the context of the forthcoming Business School growth plan, the Committee requested the CFO to engage with the Head of the Business School to ensure the growth plan is consistent with the finalised building design and agreed space allocation.

Thanking Professor Lacey and Ms. Hegarty for their report, the Committee recommended the requests go to Board for onward consideration and approval.

#### **Action**

- 86.1** The Project Team to undertake a comprehensive review of the risk register with FSD.
- 86.2** The Committee recommended the stage gate approval and change request for onward consideration and approval by Board subject to revisions to the presentation being made to include a more detailed explanation of the risks along with a clear breakdown of the approved budget.
- 86.3** The CFO to engage with the Head of the Business School to ensure that the Business School's growth plan is consistent with the finalised building design and agreed space allocation.

#### **FN/15 - 16/87**

#### **Commercial Revenue Unit (CRU) - Trinity Commercial Services Business Plan** (Minute FN/15 - 16/47 of 23.11.2015 refers)

The Committee welcomed the circulated paper from the Commercial Director dated 15.01.2016 which set out key discussion points in relation to the proposed 'Trinity Commercial Services Limited' (TCSL), formerly referred to as NewCo, as follows:

- Governance structures
- Operational arrangements
- Legal structure
- Employees
- Initial Funding
- Updated tax advices

The Committee noted the revisions made to the proposal to address the governance issues previously raised by the Committee along with clarifications in relation to University policies and the management of intellectual property.

In considering the proposed governance structures as outlined by the Commercial Director, and in the context of the requirement for operational flexibility, the Committee noted that the company will be limited by guarantee, will operate on an arm's length basis from the University, with a separate financial reporting system and bank account and that the costs of HR and Legal supports, if required, had been planned for in TCSL's budget.

Noting the previously agreed level of investment required from the University, the Committee agreed that a Master Agreement should be put in place to manage the relationship between the University and TCSL, including the financial reporting requirements to facilitate consolidation of TCSL's financial results. In addition, a Loan Agreement should be put in place setting out the level and timing of the University's investment of working capital and the repayment plan.

Furthermore, the Committee requested that the Master Agreement include details of the arrangements in relation to the provision of services by the University's Commercial Director in his role as CEO of TCSL. Having considered the detailed plan as set out, the Committee recommended it for onward consideration and approval by Board.

**Action**

- 87.1** The plan for Trinity Commercial Services Limited was noted and recommended to Board for onward consideration and approval.
  
- 87.2** A Master Agreement to be put in place to manage the arm's length relationship between the University and TCSL, including the financial reporting requirements to facilitate consolidation of TCSL's financial results along with details of the arrangements in relation to the provision of services by the University's Commercial Director in his role as CEO of TCSL.
  
- 87.3** A Loan Agreement to be put in place between the University and TCSL setting out the level and timing of the University's investment of working capital and the repayment plan.

**Section C**

**FN/15 - 16/88 Minutes of Estates Policy Committee**

The Committee noted the memorandum from the CFO dated 15.01.2016 along with the draft minutes of the Estates Policy meeting of 04.12.2015, as circulated.

The Committee noted the next Finance Committee meeting is scheduled for Monday, 15 February 2016 at 2:30pm in the Provost's Library.

PROVOST.....

DATE.....