Trinity College Dublin
Coláiste na Tríonóide, Baile Átha Cliath
The University of Dublin

Board Meeting
17 September 2025
This meeting was held in the Trinity Board Room

Present: Chairperson (P Farrell), Provost (Dr L Doyle), Vice-Provost/Chief Academic Officer (Professor O Sheils), Professor A Dignam, T Doyle, I Goggin, Professor D Jones, Professor A Kahane, Professor C Leahy, D Leahy; O Muldoon, Professor C O'Farrelly; S Thim O'Leary, Professor I Arnedillo Sánchez, Dr D Thornhill, Professor J Walsh, A White, Dr J Wyse.

Apologies: D Caden, Professor M Cunningham, Dr N Hardiman, M Kelly (Deputy Chairperson), R Matthews McKay, Professor A Nolan; Chief Operating Officer (N Gorman), Chief Innovation and Enterprise Officer (Dr M Olmstead).

In attendance (ex officio): Secretary to the College/Director of Governance (V Butler), Bursar/Chief Strategic Developments Officer (Professor E Denny), Treasurer/Chief Financial Officer (L Ryan).

In attendance: Deputy Secretary to the College (AM O'Mullane).

BD/25-26/001 Statement of Interest
The Secretary to the College/Director of Governance advised the Board that she had received a statement of potential conflict of interest from Professor Darryl Jones in respect of Item A8. Having discussed the item with Professor Jones, the Secretary to the College/Director of Governance proposed, and it was agreed, that he would remain in the meeting for the duration of the item.

BD/25-26/002 New Members' Declarations
At the invitation of the Chairperson each of the new Board members made the declaration in the language of their choice.

SECTION A.1 POLICY AND STRATEGIC MATTERS

BD/25-26/003 Minutes
Board approved the draft minutes of 4 June 2025.

BD/25-26/004 Matters Arising from the Minutes
Professor Cliona O'Farrelly joined the meeting at this point

Arising from Minute BD/24-25/218, in response to a question from a Board member, the Secretary to the College/Director of Governance advised Board on the approach that would be taken for the consultation with the relevant committees. The

Chairperson reminded Board members of their obligations regarding confidentiality and noted that the Chairperson is the spokesperson for the Board. No member of the Board was authorised to speak on behalf of the Board for any item without express permission of the Chairperson of the Board.

Professor Caitriona Leahy joined the meeting at this stage.

BD/25-26/005 Provost's Report

The Provost provided a verbal update on the University's recruitment data and emerging trends, the recent arrival of Palestinian students to Ireland including Trinity, the plans for the launch of the University's Strategic Plan, two ongoing management issues and the current stage of the University's applications for Research Ireland Centres.

The Provost also provided an overview on developments in the national higher education landscape including the Higher Education Authority review of the funding model of higher education institutions and the Irish University Association's budget submission.

The Provost noted the great success of events over the Summer including the Trinity Long Room Hub O'Connell 250 Symposium. The Provost also provided an update on developments in European research funding.

At the invitation of the Provost, the Bursar/Chief Strategic Developments Officer provided an update on developments on a potential capital development project and advised that an item would be brought to Board should there be a need for Board to consider a recommendation of the Critical Infrastructure Committee. A Board member welcomed the update on this potential capital development project.

Professor John Walsh joined the meeting at this point.

A number of Board members noted that there were lessons to be learned from other jurisdictions regarding the key issues that had the ability to rapidly impact on the financial stability of an institution. It was important that the University continued its efforts to diversify its student recruitment with this in mind.

Action/Decision

005.01 The Board received the report from the Provost.

BD/25-26/006 Proposed Changes to the Consolidated Statues, 2010

Professor Neville Cox, Registrar, joined the meeting for this item

(i) Schedule 2 to Chapter on Units (Deans, Heads and other Office-holders)
(ii) Schedule 3 to Chapter on Units (Committees of Academic Units)
(iii) Schedule 1 to Chapter on Chancellor (Nomination and Election of the Chancellor and Pro-Chancellors)
(iv) Schedule 3 to Chapter on College Community (Academic Dress)
(v) Schedule 2 to Chapter on Senate (Procedures at Public Commencements)

(vi) Schedules 1 and 2 to Committees (Finance Committee and Detailed Provisions Relating to Committees)

The Registrar, introduced the proposed changes to Schedules in the Statutes dealing with (a) Elections to the Roles of Chancellor and Pro-Chancellor, (b) the various official and unofficial officer roles in schools (c) membership of the Faculty Executive Committees and School Executive Committees and reference to the School Manager on a School Committee (d) the academic dress to be worn by the Senior and Junior Proctors (e) Procedures at Public Commencements (f) Finance Committee and (g) Detailed provisions relating to committees with reference to the memo dated 9 September 2025.

There was discussion about formalising the current practise of Trade Unions nominating individuals to the following category of membership "one shall be an academic member and at least one a member of the Professional, Technical, Administrative and Support Staff" on the relevant Principal Committees and their sub-Committees. The Chair of the People and Culture Committee advised that this matter had been discussed at the Principal Committee in general terms. The Chairperson advised the Board of correspondence that had been received about the matter with regard to the terms of reference of Principal Committees.

The Board agreed that Professors Walsh and Arnedillo Sánchez would liaise with the Trinity College Group of Union so that the latter could bring forward a proposal to the Board with their preferred form of formalisation of arrangements.

In response to a request from a Board member, the Secretary to the College/Director of Governance agreed to identify any available data on the number of staff who were members of the recognised unions and to share it with the Board so as to support the Board's discussion of any proposal on the matter. Some Board members expressed concern regarding this request given the legal protections afforded to employees who were members of a trade union. It was noted by the Secretary to the College/Director of Governance this action would not interfere with the legal protections of employees who were members of a trade union. The Secretary to the College/Director of Governance also noted that the Unions were free to disclose this information to the Board themselves should they so wish.

A Board member advised that the representation of the Fellows on Principal Committee should also be considered. The Chairperson of the Board agreed to look at the representative arrangements that had been put in place when the Board membership was reconstituted and the Principal Committees were established, and to report back to support discussion of the matter.

In response to a request from a Board member, the Secretary to the College/Director of Governance agreed to liaise with the Registrar to review the provisions set out in Statute in respect of elections for casual vacancies arising on committees.

Board thanked the Public Orator for their work on the Procedures at Public Commencements.

Action/Decision

006.01 Board approved the proposed amendments as set out in the memo dated 9 September 2025, noting that approval of the proposed amendment to Schedule 1 to the Chapter on the Chancellor would require the Senate consenting to the change.

BD/25-26/007 Consolidated Statutes, 2010, Assent of the Fellows

Professor Cox, Registrar, provided a verbal update on the changes to chapters in the Consolidated Statutes, 2010, related to Student Conduct and Capacity, noting that the Fellows had assented to these.

BD/25-26/008 Honorary Degrees

The Registrar introduced the Honorary Degrees item with reference to his memorandum dated 8 September 2025 which had been tabled at the meeting and summarised the proposed nominations as contained within. Board members were reminded about the confidentiality of the item until the nominations are approved by the University Senate.

Action/Decision

008.01 The Board approved the recommendation for the award of an Honorary Degree set out in the tabled memorandum dated 8 September 2025.

Professor Cox left the meeting at this point.

BD/25-26/009 Annual Officers

The Provost introduced the Annual Officers item with reference to her memorandum dated 1 September 2025 which was tabled at the meeting.

Action/Decision

009.01 The Board approved the tabled memorandum dated 1 September 2025.

BD/25-26/010 Confidential Item

The Secretary to the College/Director of Governance provided an update advising that there were no further actions for the Sub-Committee or the Board at this stage.

SECTION A.2 POLICY MATTERS ALREADY CONSIDERED BY PRINCIPAL COMMITTEES

BD/25-26/011 No items were considered under A2.

SECTION B MINUTES FROM COMMITTEES

BD/25-26/012 Board Business Callover

The Board noted the Board Business Callover updated to 4 June 2025.

BD/25-26/013 University Council

The Board noted and approved the revised draft acta of the meeting held on 14 May 2025.

BD/25-26/014 Critical Infrastructure Committee

(i) The Board noted and approved the minutes of the meeting held on 15 April 2025.

(ii) The Board noted and approved the minutes of the meeting held on 26 May 2025.

BD/25-26/015 Environmental and Sustainability Committee

(i) The Board noted and approved the minutes of the meeting held on 23 January 2025.

(ii) The Board noted and approved the minutes of the meeting held on 3 April 2025.

BD/25-26/016 Finance Committee

The Board noted and approved the draft minutes of the meeting of 29 May 2025.

BD/25-26/017 People and Culture Committee

The Board noted and approved the minutes of the meeting of 17 April 2025.

SECTION C MATTERS FOR NOTING AND APPROVAL

BD/25-26/018 Board Business Approved by Written Procedure

The Board noted that the enclosed memoranda from the Secretary to the College/Director of Governance dated 11 August 2025 and 10 September 2025 were approved by Board on 13 August 2025 and 12 September 2025 respectively.

BD/25-26/019 Administrative Procedures in the Summer Session

The Board noted the memorandum from the Secretary to the College/Director of Governance dated 11 September 2025.

BD/25-26/020 Report from the Ad-Hoc Senior Academic Promotion Appeals Committee

The Board noted the memorandum from the Senior Dean dated 3 June 2025.

BD/25-26/021 Membership of Committees of Board

The Board noted and approved the memorandum from the Registrar dated 15 September 2025.

BD/25-26/022 Membership of the Advisory Committee on Honorary Degrees

The Board noted the memorandum from the Registrar dated 9 September 2025.

BD/25-26/023 Prizes and Other Awards - Gold Medal Nominations

The Board noted and approved the memorandum from the Senior Lecturer and Dean of Undergraduate Studies dated 15 September 2025.

BD/25-26/024 Trinity Ball 2026

The Board noted and approved the memorandum from the Secretary to the College/Director of Governance dated 5 September 2025.

BD/25-26/025 Sealings (This information is restricted due to commercial sensitivity.)
The Board noted the Sealings (attached as Appendix 1 to this minute).

BD/25-26/026 Head of School
The Board noted and approved the appointment of Professor Oran Doyle as the Head of the School of Law from 18 September 2025 to the end of Trinity Term 2028.

BD/25-26/027 Award of Degree Propter Aliam Causam
The Board noted and approved the memorandum from the Registrar dated 12 September 2025.

SECTION D PERSONNEL MATTERS

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

SECTION E NON-EXECUTIVE MEETING

BD/25-26/030 Functioning of the Principal Committees of Board – Assessment and Recommendations
The Chairperson invited the Chairpersons of Committees present to provide feedback on the operation of their respective Principal Committees. Professor Darryl Jones, Chairperson of the People and Culture Committee, advised that a Committee workplan had been produced. Professor Jones asked that the relevant Chairperson(s) be kept up to date with key personnel changes and relevant issues by management. For key roles, it would be preferrable that the relevant Chairperson was a member of the interview panel.

Professor Jones left the meeting at this point.

Tara Doyle, Chairperson of the Critical Infrastructure Committee, advised that the Committee had seen an improvement in its self-assessment this year which was reflective of the Committee being in its second year of operation. There were requests from Committee members for a committee induction, site visits and access to the risk register. There was also some concerns raised about the agility of decision-making given the approval pathway for capital projects, as well as a wish from some members for delegated powers from the Board as the Committee operated solely in an advisory capacity at the moment.

The Secretary to the College/Director of Governance advised that she had met with the Bursar/Chief Strategic Developments Officer, the Treasurer/Chief Financial Officer and the Chief Operating Officers to identify opportunities to streamline decision making. A set of recommendations would be presented to the Board for consideration which would likely require Statute changes.

Following a Board member's observations regarding the minuting of a particular Principal Committee, the Secretary to the College/Director of Governance also noted that minute writing training was provided to new committee secretaries of the Principal Committees.

Isolde Goggin left the meeting at this point.

Board members agreed that there was a need to keep a focus on strategic matters as there was a risk of the Board operating primarily in the tactical space. There were diverse opinions expressed about the necessity for the range of the items and associated paperwork that Board considered. There was a suggestion that Board should receive the workplans for the Principal Committees and approve them for delegation to the Principal Committees. Other Board members believed that simplification of decision-making structures or delegation introduced unneeded complexity into the Boards input and oversight.

Following detailed discussion, the Board agreed that:

- The Board would receive an executive summary to accompany the Principal Committee minutes. In response to a request for a similar approach to Council minutes, the Secretary to the College/Director of Governance pointed to the existing asterisking that took place to flag minutes deemed to be of relevance to the Board;
- Principal Committee Chairs would provide an update at each Board meeting on the latest Principal Committee meeting, supported by their Committee Secretary;
- The Chairperson of the Board will follow up with the Executive on the channels of communication with the Chairpersons of the Principal Committees;
- Chairpersons of Principal Committees should be on selection committee for key roles; and
- There should be inductions for new members of Principal Committees.

BD/25-26/031 Audit Committee Chairperson – Membership of Board

The Chairperson invited Board members to discuss whether or not the Chairperson of the Audit Committee should be a member of the Board. The Chairperson advised that he had sought advice from a range of directors, including members of the Institute of Directors and there was no definitive advice on this matter with different sectors adopting different approaches.

Board members expressed a range of views on the matter. After considered discussion Board members agreed that the Chairperson of the Audit Committee should remain as an independent chair as the work of the Audit Committee was generally a post facto exercise. It was noted that the Chairperson of the Audit Committee could request to present to the Board when they considered it necessary. There was discussion whether it would be appropriate to invite the Chairperson of the Audit Committee to attend for specific Board meetings, noting the significant time commitments already undertaken by the Chairperson of the Audit Committee. It was also noted that it was important for the Board to support the Executive with understanding the role of the Chair of the Audit Committee.
The dissent of Orla Muldoon was noted.

Signed: ……………………………….

Date: ……………………………….