



**Trinity College Dublin
The University of Dublin**

Minutes of the Risk and Compliance Committee

Wednesday, 6th March 2024, 11.00-12.30

Trinity Board Room

Present: Professor M Cunningham (Chair), Secretary to the College/Director of Governance (Ms V Butler) (Secretary), Academic Secretary (Ms P Callaghan), Chief Operating Officer (Ms O Cunningham), Chief Risk Officer (Ms J Carmichael), Professor J Gilmer, Mr J Harty, College Solicitor (Ms S MacBride), Head of Safety (Dr K Murray), Professor N Ó Murchadha, Mr D Scott, Mr G Woods, Professor J Wyse.

In Attendance: Ms S Brown (Minute-taker)

Apologies: None

RCC/23-24/19 Statements of Interest

There were no statements of interest declared by members.

RCC/23-24/20 Minutes

The RCC approved the draft minutes of the meeting of 25 January 2024.

RCC/23-24/21 Matters Arising

There were no matters arising.

RCC/23-24/22 Callover

The RCC noted the callover dated 25 January 2024.

RCC/23-24/23 University Risk Register: Cyber Security Risk

The Director of IT Services, Mr Patrick Magee, and the Information Security Manager, Ms Sara McAneney, joined for this agenda item.

The Chairperson introduced the item by reminding the Committee that the context for the item was to gather information on the top five risks on the University's Risk Register, to scrutinise the risk and to assist the risk owners by making any useful suggestions to the Board.

A presentation on cyber security was received.

The Chair thanked Ms McAneney and Mr Magee.

Mr Magee and Ms McAneney left the meeting at this point.

RCC/23-24/24 Annual Governance Statement

The Secretary to the College/Director of Governance introduced this item with reference to her memorandum, dated 1 March 2024, which had been circulated in advance and noted that the governance statement has been completed as far as is possible with the exception of section 10 which it is currently still under audit. She undertook to circulate the fully completed document as soon as it is available. With regard to the reporting of a confidential financial matter, she confirmed that there is a clear process in place to deal with the matter and that it is disclosed through the Financial Statements. She confirmed that the RCC is being asked to approve that proper process has been followed in completing the Annual Governance Statement on the basis of the assurances provided. She informed the Committee that the Annual Governance Statement had been noted by the Audit Committee and will go to Board for final approval.

The Risk and Compliance Committee approved the memorandum from the Secretary to the College/Director of Governance dated 1 March 2024 and the accompanying Annual Governance Statement.

RCC/23-24/25 HEA Oversight Agreement

The Secretary to the College/Director of Governance introduced this item with reference to the memorandum from her and the Head of Financial Planning and Analysis, FSD, dated 1 March 2024, which had been circulated in advance. She confirmed that the Code of Practise for the Governance of State Bodies will be adopted by the University in 2024 and the Trinity Code of Governance 2021 will be revised accordingly. She clarified that the HEA recognises that Trinity is not a state body and that any legislation relevant to the Higher Education Sector will take precedence over the Code. With regard to the reference in the Oversight Agreement to having an Audit and Risk Committee, she confirmed that Trinity complies with this requirement through having an Audit Committee and a Risk and Compliance Committee that share information with each other. She informed the Committee that the HEA Oversight Agreement had been approved by Finance Committee and will go to Board for final approval.

The Risk and Compliance Committee noted and approved the memorandum from the Secretary to the College/Director of Governance and the Head of Financial Planning and Analysis, FSD, dated 1 March 2025 and the accompanying HEA Oversight Agreement.

RCC/23-24/26 Risk Items

(i) Quarterly Chief Risk Officer Report, Q4 2023

The Chief Risk Officer introduced the item with reference to the Quarterly Chief Risk Officer Report, Q4 2023, which had been circulated in advance and drew the Committee's attention to the risk management system which will be fully implemented by the end of March. She also reported that the review of the annual risk register is in progress.

The Risk and Compliance Committee noted the Quarterly Chief Risk Officer Report, Q4 2023.

(ii) Risk Management System Training and General Risk Management Training, Hilary and Trinity Term 2024

The Chairperson summarised the memorandum from the Chief Risk Officer dated 27 February 2024, which had been circulated in advance, regarding options for risk training for the Committee. There was general consensus that external training would be preferable and the Secretary to the College/Director of Governance undertook to investigate if risk training could be provided through the Office of Government Procurement framework.

Action

26.1 The Secretary to the College/Director of Governance to investigate if risk training can be provided through the Office of Government Procurement framework

RCC/23-24/27 Declaration for Committee Members

The Secretary to the College/Director of Governance introduced the item with reference to her memorandum dated 1 March 2024, which had been circulated in advance. She informed the Committee that it is proposed that the Principal Committees adopt a similar practice as that followed by the Board and as prescribed in the 2010 Consolidated Statutes whereby incoming members make a declaration at the start of their first meeting. The declaration would provide that the member would act in the best interest of the University and would faithfully discharge their duties and responsibilities.

The RCC noted and approved the memorandum from the Secretary to the College/Director of Governance dated 1 March 2024.

The Secretary to the College/Director of Governance informed the Committee that as a next step, the proposal will be presented to the Statutes and Schedules Working Party following which a proposed amendment will be brought to the Board.

RCC/23-24/28 Coiste na Gaeilge

In response to a query, the Secretary to the College/Director of Governance undertook to provide clarification to the RCC on the reference in the Coiste na Gaeilge minutes of 21 February 2024 to a possible minor additional budgetary requirement being needed by the end of the financial year.

The RCC noted and approved the draft minutes of Coiste na Gaeilge of 21 February 2024.

Action

28.1 The Secretary to the College/Director of Governance undertook to provide clarification to the RCC on the reference in the Coiste na Gaeilge minutes of 21 February 2024 to a possible minor additional budgetary requirement being needed by the end of the financial year.

RCC/23-24/29 Any Other Business

The Chairperson gave an update report on a number of items as follows:

- (i) A matter had been raised at the Board meeting of 28 February 2024 regarding an alleged invitation to the campus related to research. He confirmed that the matter would be investigated and based on the findings a response decided. The Secretary to the College/Director of Governance noted that regardless of the outcome of the investigation, it was timely to review the University's Ethics Policy and that once revised and approved, it would be used as the basis for a communication to staff and students to remind them of the Policy and of the proper procedures to be followed when organising events, which require the approval of the Junior Dean.
- (ii) A reputational risk had been raised with the Chairperson relating to a philanthropic donor and the general reputational risk linked to the naming of Chairs. The Secretary to the College/Director of Governance advised that the naming of Chairs does not fall under the remit of the RCC but rather is dealt with by the Gift Acceptance Committee as it has a philanthropic element to it. Moreover, she reported that the Legacies Review Working Group has been tasked with developing general principles in respect of naming across the University. In that regard she assured the RCC that there is activity in progress to assess the reputational risk linked to philanthropic donations and the naming principles.
- (iii) Following consideration, it was agreed that the next high-level risk to be presented to the Committee should be the financial risk and that the Interim Chief Financial Officer would be invited to give a brief overview at the next meeting, pending time on the agenda.
Consideration will be given to including a presentation on the digital infrastructure risk early in the next academic year, by which time the new AI Act will be in place.
- (iv) The Chairperson noted that it is timely for a University Emergency Response exercise to be conducted. The Safety Officer advised that emergency response exercises are being conducted locally and that they are liaising with the Dublin Fire Brigade with a view to organising a university-wide exercise.

It was agreed to include this item on the agenda for the next meeting and to make a recommendation to the Board.

Mr Woods left the meeting at this point.

The College Solicitor reported that a new Freedom of Information Officer has been recruited and she encouraged the Committee to sign up to one of 3 online training sessions on freedom of information that will take place online in March and April. It was confirmed that those with accessibility requirements will be catered for.

The Chairperson underlined the need for the composite log of compliance to be progressed and brought to the RCC; the College Solicitor confirmed that work on this is in progress and the resource implications are being considered.

Actions

- 29.1** The Interim Chief Financial Officer will be invited to give a brief overview on the financial risk at the May meeting of RCC, pending time on the agenda.
- 29.2** The item of University Emergency Response exercise and recommendations to Board is to be included on the agenda for the next meeting of RCC.

The next meeting of the RCC will take place on Thursday 9 May 2024 at 13.30 in the Trinity Board Room.



Signed _____

9th May 2024

Date _____