

# **Trinity College Dublin**



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## **Provost's Report to Board on the Review of the Secretary's Office**

**October 2012**

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## 1. Introduction

This report presents the outcome of a quality review of the Secretary's Office at Trinity College Dublin. An external peer review visitation was undertaken on the 25<sup>th</sup> May 2012 by Dr Kim Waldren, University of Edinburgh and Mr Gerry Kearney, Former Secretary-General Arts, Culture & the Gaeltacht (Industry). The internal facilitator was Mr Ian Mathews, Trinity College Dublin.

This report is based on (i) feedback from the External Reviewers received on the 5<sup>th</sup> September 2012, (ii) a submission from the College Secretary received on the 14<sup>th</sup> September 2012 and (iii) a submission from the Chief Operating Officer (COO) received on the 17<sup>th</sup> September 2012.

The main purpose of the review is (a) to provide a structured opportunity for the area to reflect on its activities and plans for development, while benefiting from a constructive commentary by senior colleagues external to College; (b) to ensure that quality and standards in administration, management and service provision are being maintained and enhanced and that areas of concern in this regard are identified and addressed.

## 2. Overview of the Area

### 2.1 Structure & Function

The Secretary's Office supports the College community in its communications, web design, legal, governance and secretariat functions.

Following on-going administrative reform which will see the establishment in 2012/13 of a Communications Directorate (reporting directly to the Provost), the Communications Office, the Web Office and the Enquires Office which currently report to the Secretary will be subsumed into this new Directorate.

The following activities will remain within the remit of the Secretary's Office (and were the subject of this quality review)<sup>1</sup>:

#### Governance/Secretariat:

The Governance/Secretariat activity provides *ad hoc* advice to the College community as required, performs secretariat functions for College Board, University Council and a range of Principal and other Committees, provides administrative support to the Secretary to the College and the Registrar, performs a range of governance functions including publication of Annual Electoral Registers, organisation of Board, Provost & Fellows elections, provides advice on legal issues and organises a number of high profile annual (e.g. Scholars Dinner) and *ad*

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<sup>1</sup> Prior to the conduct of the review following discussions with relevant parties, it was agreed that the work of the Art Curator would remain within the remit of the Secretary, but due to its specialized activities would not form part of this review. The College's Internal Audit function also reports to the Secretary for administrative purposes but this function was not part of this review.

*hoc* (e.g. visit of Queen Elizabeth II) events. It is often the office of 'last resort' for (confidential) advice and guidance.

#### Legal/Compliance:

The Secretary's Office provides legal advice and coordinates legal services to the College so as to ensure legal and statutory compliance. Legal services and legal costs are managed centrally by the Office through the in-house Solicitor who provides legal advice on a broad range of law and co-ordinates the procurement of advice from external firms of solicitors and Junior and Senior Counsel when required. Following a tender process in 2010/11, a number of legal firms have entered into a Framework Agreement with the College to provide legal services over a period of four years. The College Solicitor manages these relationships. The College Solicitor also manages the registration and maintenance of the College's Trademark and domain name portfolio and is the College's Information Compliance Officer within the context of the Freedom of Information and Data Protection legislation.

#### Equality:

The Equality Officer's aim is to promote equality for staff and students, and to support the College in achieving its objectives for inclusiveness as outlined in the College's Strategic Plan. The Equality Officer advises the Equality Committee and the College on the formulation and implementation of equality policies and on compliance with Irish equality legislation. The Equality Officer monitors the implementation of equality initiatives throughout College and seeks innovative ways to raise awareness about equality and diversity issues and practices amongst staff and students. The Equality Officer is Secretary to Equality Committee and its sub-committees.

#### Irish Language:

The Irish Language Officer provides services and information to the College authorities and community concerning its legal obligations under the Official Languages Act and the College's Language Scheme. The Irish Language Office seeks to promote the Irish language in College, among both staff and students and as part of its wider outreach, working with Coiste na Gaeilge (Irish Language Committee) in the College to achieve this aim. The Office also administers the College's Irish Language Residency Schemes for students. An external translation service is in place as a result of a joint contract between Trinity, UCD and DIT and is administered in Trinity by the Irish Language Officer.

## **2.2 Staffing**

The Secretary's Office is staffed by the Secretary, the Solicitor, the Equality Officer, the Irish Language Officer, an Administrative Officer, a Senior Executive Officer and an Executive Officer.

### **2.3 Accommodation and Facilities (Physical Resources)**

The Secretary's Office is situated in two locations:

1. Two inter-connecting offices on the ground floor of West Theatre (Governance/Secretariat);
2. Three single occupancy offices and an open plan area in a prefabricated building called the Secretary's Office Annex (Legal/ Compliance, Equality and Irish Language).

### **3. Reviewers' Recommendations**

The Reviewers make the following recommendations:

1. That the College consider ways to mitigate the risk of undue reliance on personal competence and expertise within the Secretary's Office, and provide structural capacity for succession planning.
2. That the College hire a staff member to support both the work of the Secretary and some further development of in-house legal services.
3. That such a new staff member be hired with a view to ultimately fulfilling the role of Deputy Secretary within the Office.

#### **4. Provost's Recommendations to Board**

In light of the Review Report and the responses from the Secretary to the College and the Chief Operating Officer (COO), it is recommended that:

1. The Secretary to the College working closely with the Chief Operating Officer and other relevant College Officers, should consider the detailed recommendations of the Review Report and draw up an implementation plan<sup>2</sup> for Board approval.

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<sup>2</sup> See Procedures and Protocol for Quality Review of Administration and Support Services 2011/12 at [http://www.tcd.ie/vpcao/quality/assets/pdf/Procedures\\_and\\_Protocol\\_for\\_Quality\\_Reviews\\_of\\_Administrative\\_and\\_Service\\_Areas.pdf](http://www.tcd.ie/vpcao/quality/assets/pdf/Procedures_and_Protocol_for_Quality_Reviews_of_Administrative_and_Service_Areas.pdf)

## **5. Reviewers' Report**

### **Introduction**

The external review of the Secretary's Office at Trinity College Dublin took place on Friday, 25 May 2012. The external reviewers (Kim Waldron, Secretary, University of Edinburgh and Gerry Kearney, former Secretary General, D/Community, Rural & Gaeltacht Affairs) met with several stakeholder groups and individuals (Appendix A) and were accompanied during their meetings by Ian Mathews, Treasurer of TCD. The review team had previously received supporting documentation, including the Secretary's Office self-assessment, procedures manuals and annual reports, reports of the Supports in Trinity Administrative Review and Transformation (START), the College's strategic plan and other general information about TCD.

In the absence of a terms of reference particular to the Secretary's Office, and following consultation with the College, the review undertook its work by broad reference to sections 1.1 and 1.5 of the General Procedures and Protocol for Quality Reviews of Administration and Support Services.

The template of sections 1.1 & 1.5 was modified having regard to START, the relatively small scale staffing and focused functions involved, and the distinctive positioning of the Secretary's Office within the governance framework of the College.

### **Functions of the Secretary's Office**

#### ***A. Administrative Support***

The Secretary's Office provides a high level of professional and administrative services to a variety of groups, committees and bodies across the College, as well as constituting a source of key institutional knowledge and support to the college community. The Office supports a wide range of structures, critical to the effective governance of the College. These vary from secretariat support for top level structures such as the Board, the Executive Officer Group, and the University Council, to the Audit Committee and various groups focused on student and academic staff discipline. The team also provides significant administrative support to the Registrar, and organises high profile College events, including *ad hoc* special events such as the 2011 visit of Queen Elizabeth II. The Office is also the central point where Freedom of Information and Data Protection requests are co-ordinated, administered and monitored. The Office is responsible for conducting Board, Provost and Fellows elections, and the processes for election of Chancellors and Vice Chancellors. The Office maintains registers related to external bodies and relationships.



### ***B. College Secretary***

In any organisation the role of company secretary is critical. In an academic institution of world standing such as TCD, the role of Secretary assumes particular importance given the reputational prominence of the institution, the imperative to meet good governance practices and the complexity and diversity of the College.

Apart from providing support to the Provost and the Board, a key role of the Secretary is to provide advice, guidance and appropriate leadership on governance matters to players across the College. This task, in an environment which cherishes academic excellence and independence, requires a particular set of competencies, which balances administrative/legal knowledge with judgement, efficiency, subtlety and sensitivity.

The outputs from the post are therefore multi- dimensional. On the one hand, some outputs lend themselves to being readily quantified in terms of explicit governance activities, such as provision of papers and agenda, servicing of meetings, addressing implementation and follow-up, as well as promulgating guidelines and overseeing good governance practices generally.

Other activities required of this post, often more demanding and time-consuming, leave little measurable traces. These concern discreet interventions by the Secretary aimed to avoid crises, enable resolution of conflicts, or to encourage reconsideration of proposed actions or positions by players across the breadth of college life. While often leaving no trace, this work is critical and integral to the post of College Secretary.

### ***C. Legal function***

The provision of legal advice to the College is also key area of responsibility for the Secretary's Office. Ireland is a highly litigious society. Separately, the requirements for advice on adherence to law, the appropriate construction and review of contracts, employment rights issues, etc, combine to require the provision of robust and reliable legal advice service.

This is not simply a matter of outsourcing diverse requests from across the College for advice as they arise to external legal advisors. It requires a platform of knowledge and competence within the Secretary's Office to anchor such requests within an integrated understanding of the College's rubrics and policies. It requires an ability to pursue consistency, precedents and robustness across the range of advice received from legal advisers. It also involves co-ordination and a point of expert contact within the College and for external providers.

### ***D. Irish Language Office***

The Irish Language Office is part of the Secretary's Office and receives some administrative support from the Secretary's Office team. The Irish Language Officer promotes the Irish language across the College, working closely with students and academic staff. Importantly, the officer provides advice and information regarding the College's legal obligations with respect to the Official Languages Act and monitors implementation of the College's statutory Language Scheme.

### ***E. Equality***

The Equality Officer is similarly based within the Secretary's Office. The purpose of this post is to promote equality for staff and students and to support the College in achieving its objectives for inclusiveness, as set out in the College's Strategic Plan. The work involves policy development, implementation, awareness building, innovation and networking, as well as oversight on compliance with equality legislation.

Both the Irish Language Officer and Equality Officer posts, therefore, feature significant oversight responsibilities for compliance with statutory requirements, along with developmental and innovative roles.

### **Benchmarks**

A comparison of the Secretary's Office TCD with other institutions in the higher education sector is not straightforward because of differences in the scope of its services when compared with other Irish universities, or indeed with those in the United Kingdom. Comparisons with Secretary's Offices at UK institutions has proven most difficult, as most include management of a diverse range of student, academic and administrative services, in addition to providing support for governance and legal/compliance functions. These offices employ a number of staff who often have cross-cutting remits (for example budgetary, human resource and project support, as well as responsibility for some aspects of governance and compliance).

Nevertheless, the review had access to data in respect of comparable functions in UCD, DCU and UCC. Having made direct contact with colleges within the State, and considering relevant data made available to us, the review is satisfied that the findings which follow are appropriately informed by good practice.

### **Findings**

#### **1. Alignment to Strategy**

Apart from statutory responsibilities to the Governing Board, the Office bears responsibility for input/extensive secretariat support to key managerial structures, as well as directly undertaking particular governance functions. The sensitivity, complexity and diversity of the work of the College Secretary in this regard has already been commented upon in this report. For these reasons, the review finds that the Office fulfils a key role in relation to the achievement of strategic objectives 6.22/6.23 relating to governance compliance and improvement. This is secured through extensive formal and informal processes. Arising from its functions in relation to Equality and the Irish Language, the Office contributes extensively to a range of other strategic objectives, as reflected at part 4 of the self-assessment report. Finally, the role of the Secretary's Office in facilitating agreements with external bodies contributes to the achievement of a further critical strategic objective for the College.

For these reasons, the review concludes that the services provided by the Office are appropriately aligned to the strategic objectives of the College and indeed its mission.

## **2. Functions and Staffing**

The functions of the Secretary's Office have been subject to extensive review and refocusing in recent years. They face further refinement arising from the findings of the START, which will see the Communications Office, Web Design and the Enquiries Office move to a separate directorate over the coming period. Against the background of such reforms, the review found a consistent view among the groups it met in favour of the proposed revised functions.

In light of the information available from a number of other colleges, the review endorses the view that the range of functions envisaged for the Secretary's Office TCD is reasonable and broadly consistent with many core functions in such offices in other colleges.

The core staffing of the Secretary's Office stands at five posts, with, in addition, posts of Equality Officer and Irish Language Officer respectively. The review is of the view, having sought to allow for variation in functions with other colleges, that the staffing of the Secretary's Office TCD would appear low, relative to such comparators.

## **3. Quality of service and Client/Stakeholder satisfaction**

The review considered these issues having regard to:

- the Secretary's Office performance as measured by outputs and related indicators;
- evaluation of governance structures which the Office supports; and
- the views of clients and stakeholders as directly expressed to the review.

The volume of outputs by the Secretary's Office, as reflected by the scale of its servicing of College governance structures, is robust and impressive, as is its discharge of its own governance tasks. Similarly, the scale of legal services secured, and of equality interventions and Irish language initiatives reflects efficient service provision, particularly having regard to the relatively small scale of resources within the Secretary's Office. Other indicators of performance - such as investigations by the Information Commissioner, the Data Protection Commissioner or An Coimisinéir Teaga, and turnaround time for minutes of the Governing Board, etc. - indicate a consistent and effective service delivery across a multiplicity of the Office's business areas.

The review considered self-evaluation findings by three governance structures supported by the Office. Clearly, the range of performance issues covered by these evaluations goes well beyond the remit of the Secretary's Office. Nevertheless, in those areas where the Office has distinctive input, the evaluations have been positive.

The review secured extensive access to an exceptional range of interests right across the College community, ranging from the Governing Board and the Executive Officers Group to

individual students, staff and individual office holders. The strength, consistency and pervasiveness of the views expressed from across these diverse interests in relation to the Office impressed the review. These focused on:

- Exceptionally high level of outputs by the small team within the Secretary's Office.
- Consistently positive endorsement by clients of the standard of services provided.
- Qualitative evaluation of services by clients as exceptional in terms of reliability, efficiency, helpfulness, accuracy and timeliness.
- In relation to the post of College Secretary, clients also consistently referred to the trust, judgement, discretion and collegiality exhibited, as well as vast competence.
- In relation of legal advice, clients welcomed the development of the in-house capacity within the Office, as well as the structured arrangements for accessing external expertise.
- The quality, robustness and timeliness of the in-house legal service were strongly endorsed.
- The quality of equality and Irish language services provided by the Secretary's Office were very positively assessed by clients.
- The inclusion of the Irish Language and Equality Offices within the Secretary's Office was felt to be appropriate, given their compliance functions and College-wide remit.
- In relation to the Equality Committee, it was indicated by a number of interests that this structure had warranted strengthening and this was being addressed.

In light of the foregoing, the review found impressive service delivery and an exceptionally high level of stakeholder/client satisfaction with the quality of the services provided.

#### **4. Risk Arising**

A recurring issue raised with the review was that the excellent standard of services is actually sustained through personal competence, commitment, and exceptional hard work of the individuals involved. Concerns were expressed as to the danger inherent of the loss of key competencies. It was felt that the staffing structure does not support the retention of current capabilities and could, in fact, pose potential risks, even in the short-term, to the work of the Office.

It is not apparent to the review that the current structure and configuration of posts within the Secretary's office can support the sustainability in the future of the standard of services currently provided. This has implications not just for the delivery of services by the Office but also for the supports for governance structures and practice right across the College. As had already been noted, the functions of the Secretary's Office have been subject to extensive review and refocusing, with a significant narrowing of its functions. In this context the review acknowledges the pre-eminent role of the Chief Operating Officer and its strategic leadership and management role for corporate services in the College.

However, in tandem with these changes, the College Secretary's Office has deepened its role in governance practice and legal matters. It occupies a distinctive space in the governance and compliance framework within the college, outside the normal managerial framework. This is reflected by the location of the Secretary's Office in direct reporting relationship to the Provost, and in interface with the Board. The Office constitutes a source of particular governance knowledge, expertise and support to the TCD community (board, academic and administrative,) which is not replicated elsewhere within the college.

It should also be noted that, at this time, governance and compliance has become a critical focus for all institutions. On over reliance on the competencies and commitment in this area of a key individual runs the risk of creating a single point of failure.

*The critical issue arising from the review is the risk to the College by undue reliance on personal competence within the Secretary's Office, particularly in the areas of governance and compliance, in place of organisational capacity.*

## **5. Recommendation**

Governance and compliance are, in our view, so significant to the effective operation of the College, and to its reputational standing internationally, as to merit a careful look at mitigating the risks arising.

The recommendation of this review is, therefore, that the College consider ways to mitigate the risk of undue reliance on personal competence and expertise within the Secretary's Office, and provide structural capacity for succession planning.

The review is cognizant of a number of factors such as the restriction on additional resources, the structural realignment of services and the appointment of a new College Secretary.

While the College is best placed to determine how to strengthen structural capacity and provide for succession planning, one possibility could be to hire a staff member to support both the work of the Secretary and some further development of in-house legal services. Savings from even a modest increase in provision of legal services in-house could be used towards absorbing the costs arising. The review would also suggest that such a new staff member be hired with a view to ultimately fulfilling the role of Deputy Secretary within the Office.

### **External reviewers**

Dr Kim Waldron  
Gerry Kearney

### **Internal Facilitator**

Mr Ian Mathews  
Treasurer, TCD

September 2012

## ***Appendix A: List of persons/groups met***

### *Individual meetings:*

- Darina Kneafsey, Chief Operating Officer
- Patricia Callaghan, Academic Secretary
- Anne Fitzgerald, Secretary to the College
- Shane Allwright, Registrar
- Aonghus Dwane, Irish Language Officer
- Karen Campos McCormack, Equality Officer
- Patrick Prendergast, Provost

### *Group meetings:*

- Members of the Executive Officer Group
- Members of the Board
- Secretary's Office Team
- Legal/Secretariat/Governance Stakeholders (included Heads of School, College Officers, Fellows and Administrative Staff)
- Equality Stakeholders:
  - Students
  - Staff members
- Irish Language Stakeholders:
  - Students
  - Staff members

## **6. Response from the Secretary to the College**

### **1. Introduction**

In accordance with the protocol for quality reviews of administrative and support areas, I, as head of area for the Secretary's Office, present my response to the Review Report.

At the outset I would like to welcome the opportunity which this review provided to reflect on the work of the area and to review and codify practices and procedures as part of the self-assessment process.

I would like to acknowledge the care and attention which the Reviewers (Dr Waldron and Mr Kearney) gave to the review in reading the documentation in advance and in the course of the site visit on 25 May 2012. Their succinct presentation of the functions of the Secretary's Office displays an insightful understanding not only of the formal role but also the activities which *'leave little measurable traces'* which are a very significant and important component of the Office's work. Their comment on the value of the legal function in anchoring requests for legal advice within an *'understanding of the College's rubrics and policies'* also demonstrates an understanding of our objectives.

I would also like to thank the Internal Facilitator (Mr Mathews) and Ms Condon in the Quality Office for their support during the Reviewers' site visit.

### **2. Findings**

I welcome the positive findings of the review and the reported affirmation of the work of the Office from the various stakeholders and members of the College community with whom the Reviewers met. I can only reiterate and support the comments about the dedication and hard-work of the small team in the Office.

I also agree with the finding that the staffing level in the Office is low by Irish standards for comparable activities.

I note and welcome the finding that the inclusion of the Irish Language and Equality Offices within the Secretary's Office is considered appropriate. The identified need to strengthen the Equality Committee, as noted in the report, has now been addressed by the Committee under the direction of the former Chair, Professor Marples.

### **3. Risk**

The Reviewers expressed concerns as to *‘the danger inherent to the loss of key competencies. It was felt that the staffing structure does not support the retention of current capabilities and could, in fact, pose potential risks, even in the short-term, to the work of the Office’*. They state that the current staffing structure cannot sustain the future demands on the Office and the maintenance of current high standards, noting that this structure runs the risk of creating a single point of failure.

I fully support this view, particularly in the context of the increasing importance of governance and compliance coupled with the increase in the number of legal and Visitors’ cases being handled each year. Relying on goodwill and a sense of duty on the part of existing staff will not be sufficient to sustain the work of the Office in the future.

### **4. Recommendation**

I would like to address the evolution of the role of the in-house solicitor which I believe is relevant to the consideration of the Reviewers’ recommendation.

An Administrative Officer was recruited in September 2008 with the intention of assisting the Secretary with administrative functions previously carried out by the Assistant Secretary<sup>3</sup>. This recruitment process resulted in a solicitor joining the staff of the Office. The intended administrative position moved very quickly to an almost full-time legal role with some administrative functions<sup>4</sup>. The arrangement resulted in the provision of a much needed and new in-house legal service using the solicitor’s expertise to the overall benefit of the College.

However, there was still an unfulfilled need for administrative support for the Secretary resulting in the staffing gap which has now been highlighted by the Reviewers: I agree wholeheartedly that the time has come to address this.

I note the Reviewers’ comments that, in the context of the current financial situation, the required additional staff member could be a person providing administrative support and enhancing the legal services function, thereby saving additional external legal costs.

While I accept that the implementation of the Reviewers’ recommendation will be addressed at a future stage in this process, I would like to take this opportunity to make a number of comments in relation to their proposal:

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<sup>3</sup> The Assistant Secretary post has not been filled since 2008 on the promotion of the previous incumbent to the post of Secretary.

<sup>4</sup> In addition to legal duties the in-house solicitor is recording secretary to the Board and the line manager for the Irish Language and Equality Officers.



- (i) Additional administrative support is required to support the Secretary with a view to succession planning and avoidance of over-reliance on one individual;
- (ii) Recent experience suggests that trying to marry this administrative role with that of an in-house solicitor runs the risk of any new solicitor's time being absorbed by legal work at the expense of administrative support;
- (iii) Savings have been made in recent years through the provision of in-house legal services and the direct management of cases assigned to external firms. In the last financial year the in-house solicitor dealt in-house with 63 substantial legal cases and in the order of 200 day-to-day enquires and managed 24 cases with external legal firms. In that year €400k was spent on external legal fees, down significantly on the previous year's costs of €770k. However, there is a limit to the extent of legal work that can be carried out in-house without a significant increase in the number of solicitors. There is always a need for multi-discipline legal advice such as can be found in external firms and one solicitor working in isolation cannot be expected to provide the level of diversity required in complex cases;
- (iv) It is my view that we are almost at saturation in relation to the capacity of the in-house legal function at this time. Therefore, the College may be better served by:
  - a) recruiting an administrator dedicated to governance and compliance issues to support the Secretary with a view to addressing the succession and '*single point of failure*' risks identified by the reviewers.
  - b) releasing the in-house solicitor from all administrative duties thereby increasing the time available for legal work by 15%-20% so as to reach the full potential of the job, with associated cost savings.

## 7. Response from the Chief Operating Officer (COO)

### Overview:

I welcome the review report of the Secretary's office and would like to thank the reviewers for their time and effort in compiling a clear and succinct report.

The findings were very positive and acknowledge the excellent work and contribution of this office to College. The report also reflects the dedication, commitment and competency of the staff in The Secretary's Office. The breadth, depth and quality of professional and administrative services provided are indeed impressive and are a testament to The Secretary and her team.

The invaluable interventions by The Secretary herself on many issues across the College feature in this report and this is recognised, valued and appreciated right across the College community.

The report comments on the low staffing levels relative to other comparable organisations and this is noted. Steps have already been taken to strengthen the Audit function, for example, through the budgeting process for this year.

### Findings:

- *Alignment to Strategy* - The review concluded that the Services provided by the Office are appropriately aligned to the Mission and Strategic Objectives of the College. I agreed with this finding.
- *Functions and Staffing* – The reviewers commented on the relatively low staffing levels within this office. It is important to ensure that any analysis ensures “like with like” comparisons and is aligned with the START recommendations and plans for a separate Communications function.
- *Quality of service and Client/Stakeholder satisfaction* – The review found impressive service delivery and an exceptionally high level of stakeholder/client satisfaction with the quality of services provided. I fully agree and endorse this finding. Other administrative functions/areas could learn from this Office and modify/adapt how they currently operate. The Secretary's Office sets a high standard within Administration for service delivery, responsiveness and excellent stakeholder engagement and satisfaction.
- *Risk arising* – The critical issue highlighted is the risk to the College by undue reliance on personal competence within the Secretary's office, particularly in the areas of Governance and compliance in place of organisational capacity. This risk is recognised and as the Secretary retires later this year, it is essential that her expertise and knowledge is passed down to the new College Secretary. There may also be a need to strengthen the staff expertise.

**Recommendations:**

- *Mitigate the risk of undue reliance on personal competence and expertise within the Secretary's office, and provide structural capacity for succession planning.*

The specific suggestions regarding Legal Services and Assistant Secretary are noted. I support the proposal from the Secretary regarding: 1) releasing the in-house solicitor from all administrative duties and 2) recruiting an administrator dedicated to Governance and Compliance issues.