

## Minutes of proceedings of the Governing Body Meeting

**Date:** Thursday, 12<sup>th</sup> December 2019

**Time:** 10.00am

**Location:** Institute Boardroom

**Present:** Mr. Cormac MacDonncha (Chair)  
Dr. Michael Hannon (Acting President)  
Mr. Michael Lally  
Ms. Máire Ní Chionna  
Mr. Gareth Roe  
Mr. Michael Geoghegan  
Mr. Aaron Burke  
Mr. Michael Vaughan  
Cllr. Michael Maher  
Ms. Mary Rogers  
Cllr Mary Howard  
Ms Mary McGinley  
Ms. Jayne Cooley

**In Attendance:** Mr. Jim Fennell, VP for Finance & Corporate Services  
Dr. Rick Officer, VP for Research & Innovation  
Dr. Seamus Lennon, Acting VP for Academic Affairs and Registrar  
Ms. Fiona Faherty, Meeting Secretary  
Ms. Jean Carpenter, Corporate Governance Compliance Officer  
Ms. Cait Noone, VP for GIHS and International Engagement, Item 6.0  
Mr. Diarmuid O'Conghaile, Head of Dept of Heritage & Tourism and Humanities & Languages, Item 6.0  
Ms. Jacinta Dalton, Head of Dept of Culinary Arts and Service Industries., Item 6.0  
Prof. Neville McClenaghan, Head of Mayo Campus, Item 8.0

**Apologies:** Ms. Celestine Rowland  
Mr. Joe Cunningham  
Mr. Tom Grady  
Mr. David Leahy

<b>1.0 Declaration of Conflict of Interest with Agenda Items</b>	
There were no conflicts of interest declared by those present or in attendance.	
<b>2.0 Minutes of Previous Meeting</b>	<b>All</b>
<p>The minutes of the meeting held on 28<sup>th</sup> November 2019, were approved on the proposal of Mr. Michael Lally and seconded by Cllr. Michael Maher, subject to the following amendments:</p> <ol style="list-style-type: none"> <li>1. Amend the minutes and include the President as owner of Item 7.0 International Strategy on page 4.</li> <li>2. Last sentence under Item 4.3, CUA Update and Appointment of Members to the TU Subcommittee, on page 2, amend sentence to include the word 'TU', "He also asked the question about how the TU process will be funded".</li> <li>3. Item 11.0, SU President Report, page 5, amend last sentence from €15k to €1,500.</li> </ol>	
<b>3.0 Matters Arising</b>	<b>All</b>
Mr. Michael Lally requested that the meeting respect those who are making presentations to the Governing Body.	
<b>4.0 President</b>	<b>M Hannon</b>
<p><b>4.1 President's Report</b></p> <p>Dr. Michael Hannon updated the meeting on the progress of the TU It is expected to have a draft Terms of Reference for the 'Shadow' Governing Body available for approval at the January meeting.</p> <p>A meeting will take place with both Ministers on 6<sup>th</sup> February and will be attended by all three Presidents and three Chairs from the CUA.</p> <p><b>4.2 Media Coverage Report</b></p> <p>This report was circulated to the members prior to the meeting and taken as read.</p>	
<b>5.0 Corporate Governance</b>	<b>J Fennell</b>
<p><b>5.1 Risk Register (November 19) and Report</b></p> <p>Mr. Fennell presented the Institute Risk Register and Report for approval. The following high risk items were discussed in detail:</p> <ul style="list-style-type: none"> <li>• Sustainability of the Mayo Campus</li> <li>• Infrastructure &amp; Facilities</li> <li>• Online Learning – concern was expressed by the meeting regarding the Institute's in-house expertise. Training and upskilling requires attention with particular emphasis on industry engagement.</li> <li>• IT Infrastructure</li> <li>• HR – this item was increased to a High Risk Category due to the new ECF being issued and a new 'Core Staff' target.</li> <li>• Health &amp; Safety – due to two recent fires in the Institute this item was moved to a High Risk Category.</li> </ul> <p>Following discussions, the Institute Risk Register was approved on the proposal of Mr. Aaron Burke and seconded by Mr. Gareth Roe, subject to the following two amendments:</p>	

1. Associated risks and actions regarding the process of the Institute becoming a TU to be assessed by the Executive and included in the Institute Risk Register.

2. Risk No.6, Programme Offerings, Risk: amend the second sentence to include the wording 'and industry', - sentence will read: "Portfolio of programme offerings not meeting the changing demands of students and industry."

Mr. Fennell will seek clarification on the issue of Garda Vetting for Guest Lecturers and associated risks. This information will be brought back to the meeting in January 2020.

## **5.2 Review of Internal Controls & Risk Management**

Ms. Jean Carpenter presented the Internal Controls and Risk Management Review for 2019 .

She outlined the Governing Body responsibilities in respect of Internal Control and Risk Management including:-

- Ensuring that an effective system of Internal Control is instituted and implemented.
- Performing an annual review of the effectiveness of Internal Control systems in place within three months of year end (a defined process to support the Statement of Internal Control)
- Identifying areas where corrective action is needed
- Identifying any material control weaknesses that need to be reported in the Statement of Internal Control
- Confirming in the Statement of Internal Control that there has been a review of the effectiveness of Internal Control and Risk Management.

Ms. Carpenter outlined by way of presentation the manner by which the Audit and Risk Committee had performed their assessment of Internal Control and Risk Management for the year ended 31<sup>st</sup> August 2019. This was followed by a detailed discussion. The Governing Body noted the key control improvements identified in the annual report from the Audit & Risk Committee and the actions required to address same.

Ms. Carpenter informed the meeting that, based on consideration of its ongoing work and the information supplied to it, the Audit and Risk Committee is satisfied that corrective actions for weaknesses in Internal Control that have been identified during the period have been addressed with control actions put in place or in progress at the year end.

Reasonable assurance can be provided to the Governing Body in relation to the adequacy of the sources of assurance and to the operation of Risk Management, Control and Governance in GMIT.

Following the presentation, Ms. Carpenter advised the Governing Body members of their requirement to;

- Review the Audit and Risk Committee Annual Report to Governing Body
- Make their assessment of the system of Internal Control and Risk Management for year-end 31<sup>st</sup> August 2019.
- Assess the effectiveness of the Audit and Risk Committee and Chair of the Audit and Risk Committee.

## **5.3 Audit & Risk Committee Annual Report to Governing Body**

Ms. Mary McGinley (Audit & Risk Committee Member), presented the Audit and Risk Committee Annual Report to the Governing Body.

In addition to the items discussed in 5.2 above, the following items were also highlighted to the Governing Body:-

- A bank account was opened by the Green Campus Committee of the Mayo Campus which was outside the normal protocol. This is of concern for the Audit and Risk Committee and a review is in progress. (Refer to Audit & Risk Committee Report to Governing Body. Total value of lodgements made from the date of opening in 2012 to closure in 2019 was €42,412).  
It was agreed that Mr. Fennell would write to those involved in the opening of this account and convey the Governing Body's concerns regarding the non-attendance of some invited Green Campus Committee members at recent Audit and Risk Committee meetings.
- The Mayo Campus risk continues to be a concern for the Audit and Risk Committee and will be closely monitored at future Audit and Risk Committee meetings.
- A skills deficit on the Audit and Risk Committee has been identified in terms of IT and nominations are now sought to fill this gap.
- The Audit and Risk Committee carried out a review of its effectiveness in accordance with the THEA Code and concluded that it had operated effectively during the period.
- The Committee agreed that meetings in 2020 will include updates from management on the following:
  - Investment appraisal procedures
  - Health and Safety
  - Risk Management
  - Status of implementation of Grade 1 and Grade 2 audit findings
  - Risk acceptance forms for any internal audit recommendations that are not being implemented by management.
- Deloitte have been appointed as the Institute's internal auditors for the next three years. The Audit and Risk Committee will meet with Deloitte in Q1 2020 to agree an internal audit plan for the year.

The Audit and Risk Committee Annual Report to the Governing Body was approved on the proposal of Mr. Michael Lally and seconded by Mr. Michael Vaughan.

The Governing Body was also informed that PWC have now issued a draft Internal Audit Report on 'Staff Utilisation & Timetabling Reconciliation Review – Castlebar – General Studies (Business, Humanities and Technology) Department'. This draft report which relates to semester 1 2019/20, will be reviewed by the Audit and Risk Committee at their next meeting in 2020 when management responses have been included in the report.

The Chairman thanked Ms. Jean Carpenter and the members of the Audit and Risk Committee for their commitment to the Committee and the work carried out.

#### **5.4 Governing Body Assessment of Effectiveness of Internal Controls and Risk Management (Based on Item 5.1 to 5.3 Above)**

Based on consideration of its ongoing work and the information supplied to it, the Governing Body are satisfied that the corrective action for weaknesses in Internal Control, that have been identified during the period, have been addressed with control actions put in place or in progress at year end.

The Governing Body are satisfied that the assurances provided to them in relation to Risk Management, Control and Governance are adequate.

<p><b>5.5 Governing Body Assessment of Effectiveness of Audit &amp; Risk Committee (Based on Item 5.1 to 5.4 Above)</b></p> <p>The Chair commended the work carried out by the Audit and Risk Committee. Based on the Audit and Risk Committee Annual Report and supporting information, the Governing Body concluded that the Audit and Risk Committee had operated effectively for the period.</p> <p>In addition to the Governing Body reviewing the Audit and Risk Committee effectiveness, there is also a THEA code requirement for the Governing Body Chair to review the effectiveness of the Audit and Risk Committee Chair.</p> <p>The Chair confirmed that he will be meeting with Mr. Joe Cunningham, Chair of the Audit and Risk Committee, and that the 2019 Audit and Risk Committee report to the Governing Body will be the basis for this discussion.</p>	
<p><b>6.0 Galway International Hotel School (GIHS) Strategic Plan</b></p>	<p><b>C Noone</b></p>
<p>Ms. Cait Noone, VP for GIHS and International Engagement joined the meeting with her colleagues Mr. Diarmuid O’Conghaile and Ms. Jacinta Dalton. A presentation was made to the Governing Body on a planned growth of student numbers in the Galway International Hotel School to 800 over the next five years.</p> <p>A lengthy discussion took place after the presentation and the following were the suggestions of the Governing Body:</p> <ul style="list-style-type: none"> <li>➤ Create a link between Hotel and Health &amp; Wellbeing</li> <li>➤ Build on the links between the Institute and Industry</li> <li>➤ Establish a more significant link with the Institute’s Alumni</li> <li>➤ Engage specific market research within the School to identify requirements for upskilling and retraining of current staff and to identify new technology that is now being used in industry</li> <li>➤ Re-align our modules to suit industry requirements</li> <li>➤ Review duration of student work placements in line with industry requirements</li> <li>➤ Review course offerings with potential of offering new short courses</li> <li>➤ It was acknowledged that investment is required on School’s infrastructure and upgrading of equipment and technology.</li> </ul> <p>The Chair thanked Ms. Noone, Ms. Dalton and Mr. O’Conghaile for the presentation and commended the School on their five-year plan. It was agreed that the School would provide a more comprehensive cost analysis for their requirements as outlined in their presentation.</p>	
<p><b>7.0 HR Matters</b></p>	<p><b>J Fennell</b></p>
<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>	



The key elements of the framework as presented by the Executive Board to the Governing Body comprise:

- Within the next twelve months the focus will be on the following:
  - The development of a centre of excellence in Health & Wellbeing as a key identity for the Mayo campus, building on a track record of success in this area
  - Embracing the concept of a centre of education for sustainability as a strategic priority for the Institute as it transitions to a Technological University
  - The realignment of programmes in Business, Humanities and Technology to existing academic departments/schools and emerging faculty structures
  - The restructuring and repurposing of the Outdoor Education programme as part of the Programmatic Review process
  - The development of a range of Lifelong Learning opportunities to be provided to stakeholders in the region under the leadership of the GMIT Graduate and Professional Studies Unit.
  
- Within the next three years there will be a focus on rebuilding the campus such that it achieves financial viability. This will be achieved by:
  - The further enhancement of the campus as a positive student destination
  - Implementing the recommendations in the HEA Working Group Report
  - Conducting a mid-term review of the HEA Working Group Report
  - Continued financial support from GMIT and the Exchequer
  - Continuing to identify further growth opportunities for the campus

Cllr. Michael Maher complimented the Chair on the process at the Mayo Campus Meeting on 11<sup>th</sup> December and added that the Strategic Framework is a significant development for the Mayo Campus and the Institute. It offers significant possibilities and opportunities.

Mr. Michael Lally agreed that the Mayo Campus Strategic Framework is a significant positive step forward for the Mayo Campus and the Institute, but noted the difficult task that Prof. McClenaghan has on the Mayo Campus. Prof. McClenaghan requires the support of the students and staff on the Mayo Campus together with the Management of the Institute and that of the Governing Body.

Governing Body members questioned Prof. McClenaghan about how he was now positioned to proceed with the recommended Strategic Framework for the Mayo Campus and to drive its implementation. Prof. McClenaghan agreed that he was in a very difficult situation, and that he must support both the Executive and the staff of the Mayo Campus. Prof. McClenaghan welcomed the acknowledgement that he requires further support from staff, students and management. He agreed that the Strategic Framework recommended for approval today is the way forward for the Mayo Campus, and that it overcomes an impasse. Prof. McClenaghan explained that he saw great opportunity to relaunch outdoor education as part of health sciences, and to articulate a vision of becoming a TU whilst retaining unique campus identities as part of the TU.

Mr. Michael Geoghegan added that he does not accept that the Governing Body have fully engaged on the implementation of all 33 recommendations in the Working Group Report.

Mr. Gareth Roe, noting that approval in principle was being sought, requested that any final plan should be such as to enable provision of programmes wherever there was a viable demand.

The Strategic Framework for the Mayo Campus was approved on the proposal of Cllr. Michael Maher and seconded by Ms. Máire Ní Chionna.

<p>The Chair added that there must be extensive consultation on the implementation of this Strategic Framework and alignment with the Academic Plan 2020 – 2025 and Programmes and Budgets 2020 - 2025. The margin of the vote by which the Strategic Framework was passed by the Mayo Campus Subcommittee must be acknowledged. He noted that the Strategic Framework for the Mayo Campus will now evolve through an implementation plan and that the Mayo Campus Subcommittee can revert to the Executive should they wish to do so.</p> <p>Mr. Fennell added that the Institute would consult with the Unions on the Strategic Framework.</p> <p>It was agreed Dr. Michael Hannon and Prof. McClenaghan will develop a communication plan.</p> <p>The Governing Body thanked all those involved in contributing to the development of this framework and committed itself to ongoing engagement with all internal and external stakeholders.</p>	
<p><b>9.0 SU President Report</b></p>	<p><b>A Burke</b></p>
<p>Mr. Aaron Burke, President of the Students' Union provided an update to the meeting on mental health campaign, the Wrenrun, GMIT sponsorship awards for sport and academia, exam slam week festivities including the creation of a stationary station and donations to Cope Galway by the students.</p>	
<p><b>10.0 Finance</b></p>	<p><b>J Fennell</b></p>
<p><b>10.1 Policy for Employer Pension Contributions for Externally Funded Posts</b></p> <p>The above policy had been circulated prior to the meeting and was approved on the proposal of Cllr. Michael Maher and seconded by Mr. Gareth Roe.</p>	
<p><b>11.0 Any Other Business</b></p>	
<p>Mr. Fennell sought approval to provide SharePoint access to the incoming President, Dr. Orla Flynn. This was approved on the proposal of Mr. Michael Lally and seconded by Mr. Gareth Roe.</p>	
<p><b>This concluded the business of the meeting.</b></p> <p><b>Signed:</b> _____ Chairperson</p>	<p><b>Date:</b> _____</p>



## Governing Body List of Actions 2019/2020

Action Items Reference Nos are explained as follows:

- The first number of the reference relates to the Date of the Meeting
- The second number of the reference relates to the Agenda Item

Action Item	Action	Action Owner	Target Date	Status
29.08.19 – 3	Academic Code of practice No 1 to be an Agenda item at the September meeting	Registrar /VP for AA	September	Complete
29.08.19 – 4  28.11.19 – 4.3	Establishment of TU Subcommittee to be agreed at September Meeting	President	September	Partially Complete, External Appointees Pending
29.08.19 – 4.4	Circulate the criteria for the award of Honorary Fellowships	President	September	Complete
29.08.19 – 5	Student accommodation to be agenda item at September meeting	Students' Union	September	Complete
29.08.19 – 8.1  26.09.19 – 3  28.11.19 – 7.0	Strategic Plan for GHS to be considered at October meeting	President	October	Complete
29.08.19 – 8.3	Up-date on status of fee collection to be provided at September meeting	VP for F&CS	September	Complete
29.08.19 -10.4  26.09.19 – 11.2	Governing Body Effectiveness review to be an Agenda item at the September meeting	VP for F&CS	September	Complete
31.10.19 – 6.1	Implementation of recommendations in Governing Body Effectiveness Review	VP for F&CS	March 2020	Partially Complete
29.08.19 – 10.5  26.09.19 – 6.0  28.11.19 – 7.0	Strategic plans to be developed for: <ul style="list-style-type: none"> <li>- 1. International</li> <li>- 2. Marketing</li> <li>- 3. Communications</li> </ul> Strategic Communications Subcommittee of the Executive Board to be established <ul style="list-style-type: none"> <li>- International</li> </ul>	President	October	Complete  Deferred to Jan 20 Pending In Progress

	<ul style="list-style-type: none"> <li>- Marketing</li> <li>- Communications</li> </ul>			
26.09.19 – 3	Establishment of GHS Working Group / Review of School/Strategic Plan	Chair & President	Nov/December	Pending
26.09.19 – 4.4	Honorary Fellowship Nominees to be contacted	President	October	Complete
26.09.19 – 5.0	[REDACTED]	VP for F&CS	October	Complete
26.09.19 – 5.1	Institute to write to HEA regarding Accommodation Crisis	VP for F&CS	October	Pending
26.09.19 – 8.1	Draft Mayo Campus Strategic Plan	President	November	Complete
26.09.19 – 8.1	Unit Cost Figures 17/18	VP for F&CS	October	Pending
26.09.19 – 8.1	Update from meeting with HEA	President	October	Complete
31.10.19 – 7.1	VP Mayo Campus to provide interim report	President	December	Complete
31.10.19 – 9.0	Head of School of GSDCA on CCAM Upgrade	President	November	Decision Complete Project in Progress
31.10.19 – 9.0	B & E Manager's presentation to be circulated	VP for F&CS	November	Complete
31.10.19 – 11.1	Finance Outturn to 30 <sup>th</sup> September 2019	VP for F&CS	November	Complete
28.11.19 – 3.1	Communicate the status of the Canteen Works/Re-opening Timeframe  Letter of Thanks to Joe Doyne and staff in the Canteen	VP for F&CS	December  December	Pending  Pending
28.11.19 – 3.2	Circulation of response to Governance Issues from HEA to Internal & External Stakeholders	VP for F&CS	December	Pending
28.11.19 – 4.3	Circulation of CUA Presentation by William Beausang and upload to SharePoint  Circulation of Structure of CUA Porto Governing Body	President/ VP for F&CS	December  December	Pending  Pending
28.11.19 – 5.0	Press Release: Appointment of New President	Chair	December	Pending
28.11.19 – 5.0	Chair to write to M Hannon on behalf of GB Members	Chair	December	Pending
28.11.19 – 7.0	International School to provide further information on metrics and costings  Update on International Strategic Plan by Exec Board	International  Exec Board	December  January	Pending  Pending
28.11.19 – 13.0	Chair and the Secretary to provide Agenda setting process and the timing of the meetings	Chair/ VP for F&CS	December	Pending
12.12.19 – 5.1	Clarification on Garda Vetting for Guest Lecturers	VP for F&CS	January	Pending
12.12.19 – 5.3	Write to Green Campus Committee on Mayo Campus regarding non attendance at meetings with ARC	VP for F&CS	January	Pending

12.12.19 – 5.3	Update from PWC on timetabling review on the Mayo Campus	VP for F&CS	January	Pending
12.12.19 – 6.0	Cost analysis from GHS	President	January	Pending
12.12.19 – 8.0	Consultation process with Unions regarding Mayo Campus Strategic Plan	VP for F&CS	January	Pending
12.12.19 – 8.0	Communications Plan for delivering Mayo Campus Strategic Plan to all Stakeholders	President/VP for Mayo Campus	December	Pending