

GB2005

Minutes of the meeting of the Governing Body of Cork Institute of Technology held on Thursday 21 May 2020 in the Council Room 2nd Floor, Administration Building and virtually via the Zoom platform at 3.00 pm.

Present: Mr Bob Savage (Chair)
Dr Barry O'Connor
Ms Maura Fitzgibbon
Mr Pádraig Leahy
Mr Diarmuid O'Connor
Mr Ray O'Connor

By Video Link: Mr Bernard Allen
Mr Aaron Buckley
Cllr Colette Finn
Ms Mary Hegarty
Mr John Higgins
Mr Denis Leamy
Mr Declan O'Leary
Ms Aisling O'Mahony
Dr Cillian Ó Súilleabháin
Ms Ann Piggott
Ms Norma Welch

In Attendance: Mr Paul Gallagher and Ms Geraldine Faherty, Minute Taker

By Video Link: Dr Áine Ní Shé, Mr Michael Loftus and Mr Zack Nuttawud.

The Chairman commenced the meeting by welcoming Governors, those present in the Council Room and those by video link to the induction session and inaugural meeting of the newly appointed Governing Body. He welcomed returning Governors and extended a special welcome to the five new Governors and to Mr Zack Nuttawud who was in attendance at the meeting ahead of his appointment to the Governing Body on 1 June.

The President joined the Chairman in welcoming and thanking both new and returning Governors. He was pleased that they were willing to give freely of their time to support the student body and the CIT community. This was testament to the reputation of the Institute in serving Cork, the region and Ireland.

Apologies were noted from Ms Mary Cooney and Cllr Patrick Gerard Murphy.

The Chairman outlined that today's meeting would focus on the induction, the setting-up of some of the Sub-Committees and the review of the key approvals sought. The President would give a short presentation on the Institute for the benefit of our new Governors. Ms Mary Rose Cremin, Deloitte would join the meeting for the induction presentation on the National Policy Framework.

In his overview on the Institute, the President discussed the four campuses, student numbers, staff numbers and the overall annual budget. He referred to research and engagement; the full and varied range of programmes available; the flexible “ladder system” in place to enable our students to access and progress through the system; 72% of our students from within the Cork region; the largest Engineering School on the island of Ireland; the Institute Executive Board and the Faculties; one of the largest part-time and evening programmes on offer to those returning to education; our unique partnership with UCC including our joint programmes; the education partnership with Cork City Council by way of CIT Blackrock Castle Observatory; the Institute’s Innovation Eco-System, developing technological skills for the region; the Access to education initiative; the importance of Sports to the Institute; and how the establishment of MTU will provide greater learning opportunities, access to an improved funding mechanism and enhanced industry and community engagement for the greater good and benefit of all students, the region and the country.

The President proposed the holding of a Governing Body Meeting at each of the campuses when normal meetings resume later in the year.

ACTION: The President to circulate his presentation for the information of Governors.

The Chairman thanked the President for the overview and invited Ms Mary Rose Cremin, Director, Deloitte to join the meeting via the Zoom platform. He formally welcomed Ms Cremin to the meeting and stated that she has worked in the IoT sector for over 20 years in the areas of corporate governance, risk management and internal audit. He invited Ms Cremin to commence her presentation.

2. Information Briefing on the National Policy Framework

In her overview on the National Framework Policy, Ms Cremin discussed the following:

1. Higher Education Sector Structure
 - DES
 - HEA
 - QQI
 - THEA
 - IUA
2. Legislative & Governance Framework
 - Overview of Governance Framework for HE Sector
 - THEA Code of Governance
 - System Performance Framework
 - Performance Compact Agreement and Review Process
 - Employment Control Framework (ECF)
3. THEA and its structure
 - Members of THEA Board/Council
 - THEA Committee Groups
4. CIT and its structure
5. Conflict of Interest
 - Requirements
6. Confidentiality
 - Code of Conduct for Governing Body members

Ms Cremin highlighted the importance of today's induction and made particular reference to importance of Conflict of Interest and Confidentiality. Governors were obliged to make a declaration where any potential conflict of interest may arise. It is important to be aware and to adhere and members may seek the advice of the Secretary in relation to any potential conflict.

The focus of the second induction session will be on Governance and the roles and responsibilities of Governors. Before leaving the meeting, Ms Cremin wished Governors well in their roles.

The Chairman thanked Ms Cremin for her comprehensive presentation, the document will serve as a reference document for Governors. Queries/clarifications to be discussed at the induction session on 4 June.

The Chairman referred to the documentation [Operational Programmes & Budgets and the draft Financial Statements 2019] which were circulated with the Agenda for the information of Governors. Should Governors have any queries or require any clarifications, Mr Gallagher would be available to discuss any aspect of this documentation.

3. Governance

3.1 The Code of Governance for Institutes of Technology (IoTs)

This document was circulated for Governors' information. Governors will be given a briefing on this document at the induction session at the next Governing Body meeting on 4 June.

3.2 Governing Body Standing Orders

The Chairman referred Governors to the Governing Body Standing Orders which was circulated with the Agenda. Due to the current measures in place as a result of the Covid-19 pandemic, a review of these Standing Orders was required to reflect the facilitation of online meetings for the health and safety of the Governing Body and the staff involved in the meetings.

The Chairman referred Governors to section 3.5 which outlined the provision for attendance at meetings by Governors. He proposed that "*not for purpose of attaining a quorum for the meeting*" be removed from 3.5.1 and that 3.5.3 "*The Chairperson of the meeting must be in attendance in person. Where the Chairperson of the Governing Body attends a Governing Body meeting by way of audio and/or video conference links, the meeting will be chaired by either the Deputy Chairperson or another member as provided for under Paragraph 10 of the Second Schedule to the Acts*" be deleted.

The amendments will allow for future Governing Body meetings to take place online while the current measures surrounding the Covid-19 pandemic are in place. As Sub-Committee meetings were conducted in accordance with the Standing Orders, these amendments would also apply to the Sub-Committee meetings.

The President to seek the advice of the Institute's legal advisors in relation to the amendments. The updated Standing Orders to be circulated prior to the Governing Body Meeting on 4 June.

Governors agreed to the amendments as discussed subject to the verification of the Institute's legal advisors.

ACTION: The President to verify the proposed amendments with the Institute's legal advisors and the updated document will be circulated prior to the Governing Body Meeting on 4 June.

3.3 Management of Governing Body Meetings

The Chairman discussed the management of Governing Body meetings. He referred to the streamlining undertaken by the previous Governing Body and proposed that the next step would be to move towards fully implementing the use of Decision Time software for all Governing Body meetings. Training would be provided to those who wished to avail of it and if Governors wished to receive a hard copy of their documentation, this would be facilitated also.

He referred to the voice recording of the meeting to assist with the minutes and confirmed that these recordings are deleted after the minutes have been agreed.

A document outlining the management process will be circulated to Governors for their information.

3.4 The Role of the Vice Presidents in attendance at Governing Body Meetings

The Chairman confirmed that the role of the three Vice Presidents at Governing Body meetings is to assist the President, they were not members of Governing Body and were not directly answerable to Governing Body.

A document outlining the role of the Vice Presidents will be circulated to Governors for their information.

3.5 Minutes of the Previous Governing Body Meetings

- 3.5.1 Minutes of the Governing Body Meeting held on 3 October 2019**
- 3.5.2 Minutes of the Governing Body Meeting held on 7 November 2019**
- 3.5.3 Minutes of the Governing Body Meeting held on 5 December 2019**
- 3.5.4 Minutes of the Governing Body Meeting held on 6 February 2020**
- 3.5.5 Minutes of the Governing Body Meeting held on 5 March 2020**

Governors noted the minutes of the Governing Body meetings held on 3 October, 7 November, 5 December, 6 February and 5 March which were circulated with the agenda for their information.

3.5.6 Minutes of the Governing Body Meeting held on 27 March 2020

The minutes of the Governing Body Meeting held on 27 March 2020 were circulated with the agenda and were approved and signed.

3.6 Setup (Membership) of the Sub-Committees

The Chairman proposed that the membership of the Audit & Risk Sub-Committee, Finance Sub-Committee and the MTU Sub-Committee would be completed this afternoon. The membership of the remaining Sub-Committees will be agreed at the Governing Body meeting on 4 June.

The work of the Sub-Committees was of vital importance to the Governing Body and he asked Governors to consider putting themselves forward for membership.

3.6.1 Arts Sub-Committee

The membership of Arts Sub-Committee to be completed at the Governing Body meeting on 4 June.

3.6.2 Audit & Risk Sub-Committee

The Chairman proposed that the composition of this Sub-Committee be completed this afternoon. The membership of this Sub-Committee consists of 4 Governors, 3 of whom must be external.

One Governor who had sat on the Sub-Committee for the last five years indicated that she was willing to step-down should another Governor wish to take on this role. Following discussions, Governors agreed to the following composition:

Mr Bernard Allen
Cllr Colette Finn
Mr Pádraig Leahy
Mr Declan O’Leary
Dr Cilian Ó Súilleabháin

Mr Allen accepted the nomination to remain as the Chair of this Sub-Committee.

Governors approved the appointment of the members of the Audit & Risk Sub-Committee as outlined above.

3.6.3 Equality, Diversity & Inclusion (EDI) Sub-Committee

The Chairman referred to the recently convened EDI Sub-Committee and proposed that the composition be completed at the Governing Body meeting on 4 June.

3.6.4 Finance Sub-Committee

The Chairman proposed that the composition of the Finance Sub-Committee be completed this afternoon. The membership of this Sub-Committee consists of 7 Governors which must include, the President, a student representative and himself as Chairman of the Governing Body. Therefore, there was a requirement for 4 Governors of which 2 must be external.

Governors agreed to the following composition:

Mr Bob Savage
Dr Barry O’Connor
Ms Aisling O’Mahony
Ms Mary Cooney
Mr John Higgins
Mr Diarmuid O’Connor

Mr Higgins was nominated as the Chair of this Sub-Committee and he accepted this responsibility.

Governors approved the appointment of the members of the Finance Sub-Committee as outlined above.

3.6.5 MTU Sub-Committee

The Chairman proposed that the composition of the MTU Sub-Committee be completed this afternoon. The membership of this Sub-Committee includes at least 6 Governors of which at least 2 must be external.

Given the importance of this Sub-Committee and the work it had undertaken, Governors agreed that it was important for continuity that the previous members of this Sub-Committee be re-appointed. Therefore, the following was the agreed composition of the MTU Sub-Committee:

Mr Bernard Allen
Ms Mary Cooney
Ms Mary Hegarty
Dr Barry O'Connor
Mr Declan O'Leary
Ms Aisling O'Mahony
Mr Bob Savage
Ms Norma Welch

Ms Norma Welch agreed to complete the membership by replacing a previous Governor on the Sub-Committee. Mr Allen to remain as the Chair of the Sub-Committee.

Governors approved the appointment of the members of the MTU Sub-Committee as outlined above.

3.6.6 Staff Appointments Sub-Committee

The membership of Staff Appointments Sub-Committee to be completed at the Governing Body meeting on 4 June.

3.6.7 Strategic Development Sub-Committee

As a number of Governors expressed an interest in participating on the Strategic Development Sub-Committee, the composition was completed. The membership of this Sub-Committee consists of 8 Governors which must include the President, a student representative and himself as Chairman of the Governing Body. Therefore, there was a requirement for 4 Governors to complete the membership.

Governors agreed to the following composition:

Mr Bob Savage
Dr Barry O'Connor
Ms Aisling O'Mahony
Cllr Patrick Gerard Murphy
Dr Cilian Ó Súilleabháin
Mr Diarmuid O'Connor
Mr Ray O'Connor
Mr Denis Leamy

The Chairman to remain as the Chair of this Sub-Committee.

Governors approved the appointment of the members of the Strategic Development Sub-Committee as outlined above.

The Chairman thanked Governors for agreeing to serving on these Sub-Committees. The composition of the remaining three Sub-Committees to be completed on 4 June.

4. Munster Technological University (MTU)

The Chairman invited the President to give an update on MTU from the last meeting of Governing Body on 27 March 2020.

For the benefit of the new members of Governing Body, the President gave a brief background to the process which commenced as far back as 2008 for CIT. The Technological University (TU) Act came in being in 2018 which outlined the necessity for institutions to form a consortium with mergers to take place if an application was successful.

In relation to the MTU submission, the Minister for Education & Skills wrote to the MTU Consortium on 30 September 2019 outlining why he was deferring his decision and requested additional information in relation to six particular issues. Huge work was undertaken over the last six months to address the issues raised in the Minister's letter and in accordance with the legislative requirements of the TU Act 2018 and to satisfy the statutory time limit set by the Minister's letter, the response was submitted on 30 March 2020.

The President referred to the setting up of the MTU Sub-Committee in CIT three years ago; the importance of the written guarantee from the Minister for Education & Skills in relation to the financial situation at IT Tralee not damaging the sustainability of the MTU project should the application be successful and how efforts were being made to coordinate the schedule of Governing Body meetings at both institutions with a view to working towards the designation date of 1 January 2021 should there be a successful outcome to the submission.

Since the submission, the HEA hosted a series of virtual meetings with various stakeholders took place on 22 and 23 April. The HEA Board met on 28 April and have sent their advice to the Minister who has consulted with the HEA and the QQI. The Minister has 60 days to respond from date of submission. The Consortium are hopeful of a response by 29 May. On receipt of this response, the Consortium have 30 days to respond to the Minister's proposed decision.

The Chairman referred to the video on the website in relation to the background on MTU.

Governors welcomed the update and discussed the importance of the Minister addressing the avenue to be taken in relation to the financial issues at IT Tralee in his response. Nearly all Governors were of the view that MTU cannot be hindered or held back by the financial issues of one of its partners. It also must be treated equally to the current universities, it must have the ability to raise finance in order to compete. They noted that the current financial situation of the country due to the global pandemic may however impact on any additional funding for MTU.

Following a request for a briefing on the IT Tralee Sustainability Plan to be given to Governors or to the MTU Sub-Committee, the President agreed to contact the HEA to seek their approval to share details from their report with Governing Body.

In relation to engagement with the Unions, the President referred to ongoing fortnightly meetings and consultations at local level and at national level and how the Department of Education & Skills (DES) have recognised and elevated some of the issues to be addressed at national level.

ACTION: The President to contact the HEA re: a report being given to Governors on the IT Tralee Sustainability Plan.

The documentation circulated with the agenda (4.1, 4.2 and 4.3) was for Governors' information.

4.1 HEA Engagement on the MTU Response Review Process

Governors noted with thanks the engagement undertaken with the HEA since the submission of the documentation on 30 March.

4.2 Draft Day 1 Readiness Planning

Governors noted with thanks the draft Day 1 Readiness Planning outlining the next steps for MTU which was circulated with the agenda.

4.3 Summary of meetings between the two Chairs and Presidents of the MTU Consortium

Governors noted with thanks the record of discussions between the two Chairs and the two Presidents since the term of office of Governing Body ended on 31 March.

5. Approvals Required

The Chairman invited Dr Áine Ní Shé, Registrar & Vice President for Academic Affairs to discuss the items requiring approval.

5.1 Supplement to Regulations (Marks & Standards) for Modules and Programmes

Dr Ní Shé referred to the Academic Council delegating authority to the Academic Council Executive to make decisions in relation to academic contingency planning for the Institute at its meeting on 11 March. Since then the Academic Council Executive have met on a weekly basis in order to ensure remote teaching, learning and assessment was facilitated whilst safeguarding the academic rigour which underpins and guarantees the standard and reputation of CIT awards.

A special meeting of Academic Council took place on 22 April, the focus of this meeting was to consider a proposal in respect of special regulatory measures to be put in place in order to recognise the significant impact the crisis arising from the Covid-19 pandemic was having and how this sudden and unexpected move to remote delivery may have impacted on students. The supplementary regulations for modules and programmes was drafted, a consultation process took place and the final draft was approved by Academic Council at its meeting on 13 May. Dr Ní Shé sought Governing Body approval of these supplementary regulations.

Governors approved the supplementary regulations for modules and programmes as presented.

5.2 Supplement to the Policy Governing Academic Honesty, Plagiarism and Infringements relating to Examinations and Assessments

Dr Ní Shé referred to the circulated document which was approved by the Academic Council Executive at its meeting on 6 May 2020. The supplementary policy offers additional clarity in relation to section 10.2 and 11.2 of the Policy Governing Academic Honesty, Plagiarism and Infringements relating to Examinations and Assessments.

Dr Ní Shé sought Governing Body approval of the supplement to the policy. Governors approved the Supplement to the Policy Governing Academic Honesty, Plagiarism and Infringements relating to Examinations and Assessments as presented.

5.3 Tabled: Supplement to Guidelines: Admissions to Level 8 Degrees (Post Level 7 Award) for 2019-20 - Level 7 graduates applying in 2020

Dr Ní Shé referred to the supplementary document which was tabled for approval at today's Governing Body meeting. Cognisant of the current circumstances, the supplement outlines the procedure for accepting transfers for entry from a Level 7 to a Level 8 programme be amended so that the requirement of a 50% average mark for the Level 7 Award stage is adjusted to a 40% average mark where the Level 7 programme is successfully completed in this current academic year.

Dr Ní Shé sought Governing Body approval of the tabled document. Governors approved the supplement to Guidelines as presented.

Governors welcomed the structures being put in place to support the students who are in unique times. They were in effect exceptional documents for exceptional circumstances. They acknowledged and appreciated the commitment of all staff to the student population and expressed their sincere thanks to each and every member of staff.

The President acknowledged and commended all staff, there has been extraordinary goodwill and hard work right throughout the Institute to change to this restructured format.

The Students' Union Vice President for Education reiterated a sincere thank you on behalf of the students.

Before concluding, the Chairman, on behalf of Governors, thanked the President of the Students' Union on this his last Governing Body Meeting. During his two years as a Governor, he had passionately challenged the causes for and on behalf of all students. The President also conveyed his thanks to Mr Buckley and wished him well in all his future endeavours.

The Chairman closed the meeting by thanking Governors for their attendance both in person and virtually. He reminded Governors that the next meeting will be held on 4 June at 3.00pm and that a further induction session would held at this meeting.

The meeting concluded at 5.30pm.

Signed: _____

Date: _____

ADDENDUM 1

Requests from Governing Body at their meeting on 21 May 2020:

No.	Minute Page No.	Request	Actioned by	Date Actioned
1.	2	The President to circulate his presentation for the information of Governors	The President	Circulated on 25 May 2020
2.	4	The President to verify the proposed amendments to the Standing Orders with the Institute's legal advisors and to circulate an updated document at the Governing Body Meeting on 4 June.	The President	
3.	8	The President to contact the HEA re: a report being given to Governors on the IT Tralee Sustainability Plan.	The President	
The requests below are carried over from the Governing Body Meeting of 27 March 2020:				
4.		CAO 2019/20 intake to be an Agenda item at the Strategic Development Sub-Committee meeting on Monday 15 June 2020.	The President	
5.		The President of the Students' Union to organise a tour of the classrooms in the 1974 Building at another date.	The President of the Students' Union	
6.		The President to explore the possibility of bestowing Fellowship Awards at a future date.	The President	Ongoing
7.		The President to give an update in relation to the Executive submitting plans on the proposed activity to include the investment/re-organisation that will be required for each of the areas listed in the Deloitte Executive summary.	The President	Ongoing
8.		The President to discuss with the Head of Faculty of Business & Humanities and the Executive the opportunities in terms of getting these and other newsworthy items into the public domain.	The President	Ongoing
9.		Marketing to remain as a standing item on the Addendum.	The President	Ongoing