

Minutes of the Governing Body Meeting – 8 November, 2023

Present: David Holohan (Chairperson), David Smith (President), Ruth Barry, Turlough Conway, Bernadette Costello, Dr Cormac Deane, Cllr. Anne Ferris, Lavender Jane Gartlan, Sean Kelly, Dr Gráinne Kirwan, Siobhan Lynch, Crow Mullen, Brian Mulligan, Cllr Peter O’Brien, Colm O’Callaghan, Eva Perez

Apologies:
Absent without
Apology:

In Attendance: Bernard Mullarkey, Elizabeth Stunell

This meeting took place in the Boardroom, Roisin Hogan House, IADT Campus. The meeting commenced at 11.20 am, and concluded at 1.20 pm.

The Chairperson welcomed all to the first meeting of the new Governing Body. Prior to the commencement of the business of the meeting, members of the Governing Body took the opportunity to introduce themselves and to provide an overview of their key areas of interest and expertise.

1. Adoption of Agenda

It was agreed that Item 7.1 will be deferred to the next meeting of the Governing Body, and the Agenda was adopted.

Proposed: Chairperson
Seconded: Crow Mullen

2. Conflicts of Interest

No conflicts of interest were reported regarding items for discussion on the agenda for this meeting.

3. Adoption of Minutes of the Meeting of 13th September 2023 (including for Publication)

The minutes of the meeting of 13th September 2023 were approved with one minor amendment – it was noted that Dera McLoughlin – Mazars – was in attendance remotely for Item 1.

Proposed: Chairperson
Seconded: Eva Perez

4. Matters Arising

- **Crane Foundation CLG** – circulation of a Memorandum to Governing Body was noted, regarding a Matter Arising from the Governing Body meeting of 4th November 2020,

Resolution 29/2020) in relation to Crane Foundation CLG (in voluntary liquidation, formerly National Digital Research Centre Ltd)

5. Correspondence

No correspondence.

6. Technical Approvals

6.1 Bank Accounts

6.1.1 The Governing Body approves the opening of a 6-month deposit account with Bank of Ireland at a rate of 1.5%

It is necessary for the Institute to seek Governing Body approval to open and close Institute bank accounts. A small number of bank accounts are held by the Institute and a brief overview of these was provided by the Secretary/Financial Controller. In recent years, a significant proportion of IADT's reserves have been held by the National Treasury Management Agency due to negative bank interest rates in operation within the banking sector. However, following a return to positive bank interest rates, a process to move funds held in reserve by the Institute to accounts where interest income can be earned is underway.

Proposed: Crow Mullen
Seconded: Cllr Anne Ferris

6.2 Property Rentals

It was noted that approval must be sought from the Governing Body to enter license agreements for access to facilities within the Media Cube. The following company license agreements were approved by the Governing Body:

- The Diabetes Proof t/a Ignition Go Health
- Venture Capital Investment Management t/a Enterprise Equity

Proposed: Ruth Barry
Seconded: Cllr Anne Ferris

6.3 HR Appointments

All appointments to positions within the Institute must be approved by the Governing Body. In order to expedite much of this work, a Recruitment and Selection Committee of the Governing Body was established and authority to approve the appointment of posts below SL1/Management level was delegated to the Recruitment and Selection Committee by the Governing Body. Posts of SL1/Management level and above will be presented to the Governing Body as they arise. There are no appointments requiring the approval of the Governing Body at this meeting.

7. Governing Body Resolutions

7.1 The Governing Body appoints <Names to be provided at the meeting> to be members of the Governing Body for the following Term of Office on the nomination of the Minister for FHERIS. (20/2023)

It is understood that the nominations process for Ministerial Nominees to the Governing Body is well advanced, and it had been hoped that confirmation of nominees would have been received in time for the meeting. It is hoped to be in apposition to propose the three Ministerial Nominees for appointment to the December meeting of the Governing Body.

Resolution 20/2023 was deferred.

7.2 The Governing Body Approves the Standing Orders for the Governing Body (21/2023)

Circulation of a revised Standing Orders for the Governing Body was noted. Members sought clarification of the changes proposed to the Standing Orders and approval of the Standing Orders was deferred. It was agreed that the Governing Body would operate under the existing Standing Orders approved by the previous Governing Body, until the approval of updated Standing Orders which will be presented for approval to the December meeting.

Resolution 21/2023 was deferred.

7.3 The Governing Body sets the meeting time for Governing Body Meetings to be 8.00 am on the day of the meeting (22/2023)

The Governing Body noted that recommendations for times of meetings proposed by Athena Swan are for all meetings to take place between 10.00 am and 4.00 pm. However, it is a matter for the Governing Body to determine its own meeting time should it be the decision of members of the Governing Body. It was agreed that a poll of possible meeting times for members will be circulated to gather the view of members, and that a proposal to agree the meeting time for future meetings of the Governing Body will be presented at the December meeting. It was further noted that the December meeting of the Governing Body will commence at 11.00 am.

Resolution 22/2023 was deferred.

7.4 The Governing Body Approves the IADT Code of Business Conduct for Governing Body Members (23/2023)

Circulation of the IADT Code of Business Conduct for Governing Body Members was noted, and that a comprehensive induction programme is being put in place for the Governing Body, and will take place at an all-day programme on 10th January.

Resolution 23/2023 was adopted by the Governing Body.

Proposed: Cllr Peter O'Brien
Seconded: Cllr Anne Ferris

7.5 The Governing Body Approves the IADT Code of Conduct for Staff Members (24/2023)

Circulation of the IADT Code of Conduct for Staff Members was noted.

Resolution 24/2023 was adopted.

Proposed: Cllr Peter O'Brien
Seconded: Cllr Anne Ferris

7.6 The Governing Body Appoints a Deputy Chairperson of the Governing Body (25/2023)

The Chairperson nominated Cllr Anne Ferris to be appointed to the role of Deputy Chairperson of the Governing Body. Cllr Anne Ferris accepted the nomination.

Resolution 25/2023 was adopted.

Proposed: Chairperson
Seconded: Ruth Barry

7.7 The Governing Body Appoints Bernadette Costello and Colm O'Callaghan to be Members of the Audit and Risk Committee (26/2023)

The important function fulfilled by the Audit and Risk Committee of Governing Body was outlined. The Chairperson nominated Bernadette Costello and Colm O'Callaghan to be members of the Audit and Risk Committee. It was also noted that Sam Dunwoody will continue in his role as external member of the Audit and Risk Committee. Bernadette Costello and Colm O'Callaghan accepted their nominations. Further members will be appointed to the Audit and Risk Committee following the appointment of Ministerial Nominees to the Governing Body.

Resolution 26/2023 was adopted by the Governing Body.

Proposed: Chairperson
Seconded: Ruth Barry

7.8 The Governing Body Appoints Bernadette Costello to be the Chairperson of the Audit and Risk Committee (27/2023)

Given her experience and competency in the area, Bernadette Costello was nominated by the Chairperson to fulfil the role of Chairperson of the Audit and Risk Committee. Bernadette Costello accepted her nomination.

Resolution 27/2023 was adopted by the Governing Body.

Proposed: Chairperson
Seconded: Ruth Barry

7.9 The Governing Body Appoints Cllr Anne Ferris, Crow Mullen and Brian Mulligan to be the Governing Body Members of the EDI Committee (28/2023)

The Chairperson nominated Cllr Anne Ferris, Crow Mullen and Brian Mulligan to be members of the EDI Committee of Governing Body. Cllr Anne Ferris, Crow Mullen and Brian Mulligan accepted their nominations.

Resolution 28/2023 was adopted.

Proposed: Chairperson
Seconded: Ruth Barry

7.10 The Governing Body Appoints Cllr Anne Ferris to be the Chairperson of the EDI Committee (29/2023)

The Chairperson nominated Cllr Anne Ferris to be the Chairperson of the EDI Committee of Governing Body. Cllr Anne Ferris accepted her nomination. Resolution 29/2023 was adopted by the Governing Body.

Proposed: Chairperson
Seconded: Ruth Barry

7.11 The Governing Body Appoints Cllr Anne Ferris and Cllr Peter O'Brien to be Members of the Governing Body Nominations Committee in addition to the Chairperson of the Governing Body (30/2023)

The Chairperson nominated Cllr Anne Ferris and Cllr Peter O'Brien to be members of the Nominations Committee of Governing Body. Cllr Anne Ferris and Cllr Peter O'Brien accepted their nominations. Following the appointment of Ministerial Nominees to the Governing Body, a Resolution to appoint additional members to the Nominations Committee will be presented to the Governing Body. The Chairperson will continue his role as Chairperson of the Governing Body Nominations Committee.

Resolution 30/2023 was adopted by the Governing Body.

Proposed: Chairperson
Seconded: Ruth Barry

7.12 The Governing Body Appoints Siobhan Lynch and Cllr Peter O'Brien to be Members of the Recruitment and Selection Committee in addition to the Chairperson of the Governing Body and the President (31/2023)

The Chairperson nominated Siobhán Lynch and Cllr Peter O'Brien to be members of the Recruitment and Selection Committee of Governing Body. Siobhan Lynch and Cllr Peter O'Brien accepted their nominations and Resolution 31/2023 was approved by the Governing Body. It was further noted that the Chairperson will remain in the role of Chairperson of the Recruitment and Selection Committee, and that the President is also a member of this Committee.

Resolution 31/2023 was adopted by the Governing Body.

Proposed: Chairperson
Seconded: Ruth Barry

7.13 The Governing Body approves the Annual Report of the Audit and Risk Committee 2022/2023 (32/2023)

Circulation of the Draft Annual Report of the Audit and Risk Committee of Governing Body was noted. However, the report has not as yet been approved by the Audit and Risk Committee as it was not possible to achieve a quorum for that meeting. The Governing Body agreed that the Annual Report of the Audit and Risk Committee should be presented to the next meeting of the Audit and Risk Committee for approval following which the Annual Report of the Audit and Risk Committee will be presented to the Governing Body for adoption.

In response to a query raised, the Secretary/Financial Controller provided an overview of the controls in place to prevent unauthorised operation of bank accounts in the name of the Institute to the Governing Body. It was also noted that all reasonable measures are taken to prevent the opening of unauthorised bank accounts in the name of the Institute. The role of the Audit and Risk Committee of Governing Body in reviewing the financial controls and overseeing the risk management processes in place within the Institute was also highlighted. It was requested that the Governing Body be provided with an overview of bank accounts held by the Institute and the balances within those accounts.

Resolution 32/2023 was deferred.

7.14 The Governing Body is satisfied that there is an adequate System of Internal Controls in the Institute (33/2023)

Resolution 33/2023 was deferred to a future meeting of the Governing Body.

7.15 The Governing Body authorises the Institute to acquire an option to a license for HiggleDigital Ltd, which will have a duration of 18 months. The execution of this option, will result in IADT acquiring 5% equity in HiggleDigital Ltd. (34/2023)

Circulation of a briefing Memorandum on Spinouts relating to Items 7.15 and 7.16 on the Agenda was noted, and an overview of the potential benefits to both IADT and the creator of the Spinout Company was provided by the Secretary/Financial Controller. In addition, the importance of supporting 'spinout' companies to IADT's reportable Research Metrics was also highlighted.

Resolution 34/2023 was approved by the Governing Body.

Proposed: Crow Mullen
Seconded: Cllr Anne Ferris

7.16 The Governing Body authorises the Institute to acquire an option to a license for Chordable, which will have a duration of 18 months. The execution of this option, will result in IADT acquiring 5% equity in Chordable. (35/2023)

Resolution 35/2023 was approved by the Governing Body.

Proposed: Crow Mullen
Seconded: Cllr Anne Ferris

8. Governing Body Committees and Academic Council

8.1 Minutes of the Academic Council meeting of 19th June 2023

Circulation of the Minutes of the Academic Council Meeting of 19th June 2023 was noted by the Governing Body. An overview of the matters discussed at the meeting was provided by the President. Key items discussed by Academic Council included Semesterisation, the CINNTE Process, outcomes and final Panel Report, programme development, and Sustainability and Climate Action considerations as they relate to academic delivery. In addition at its June meeting, Academic Council ratified the reports of the Summer Examinations and Assessments Boards thus completing the summer Examinations and Assessments processes. The growing uses and impacts of Artificial Intelligence have been noted by Academic Council, as was the need for updated policies and procedures to address issues related to AI to be put in place.

There has also been a renewed focus on supporting and promoting research within IADT; earlier this year a Current Research Information System – 'PURE' was implemented, which has now gone live. Research-active staff have been encouraged to build their research profiles within PURE. In addition, the President has recently signed a Letter of Intent with the President of Maynooth University to provide Research Pathways to NFQ Level 10 for IADT's research students/staff.

9. President's Briefing

Circulation of the President's Briefing to Governing Body was noted and a number of key points from the Briefing were highlighted by the President.

9.1 National Strategic Update

- **THEA Council** – there remains ongoing uncertainty about future representation for the Technological HE sector, despite this the President noted the ongoing value that the Institute derives from its membership of THEA to the Governing Body, with THEA working to advocate for the sector on a range of national issues that benefit IADT.
- **Revised Lecturing Contract** – work to implement a new Lecturing Contract continues at national level. The new Lecturing Contract proposes a work load allocation model for academic staff, if implemented, will provide greater flexibility for lecturing staff who wish to engage in research.
- **Tertiary Project** – IADT is part of the pilot phase of the Tertiary Project to develop novel tertiary programmes to be offered in the Further Education sector with direct pathways to Higher Education. The first cohort of students has enrolled on the BA (Hons) in Immersive Media Production. Consideration is being given to development of further programmes to be offered through this model. Tertiary programmes fulfil an important role in increasing the access routes to higher education available to students.
- **FilmEU** – the FilmEU Project continues to grow and develop with the number of consortium partners having increased from 4 to 8. In addition, a significant funding allocation of €12.8m has been awarded to FilmEU through the European Union Horizon Funding to support the project in establishing a European University dedicated to Film. The President was in attendance at the recent FilmEU Rector's Summit which took place in Belgium in October.
- **TU Rise and TSAF** - IADT is involved in both the sectoral and Institutional submissions to both the TU Rise and TSAF (Technological Sector Advancement Fund) funding initiatives which were launched by the HEA earlier this year. The outcome of these submissions is expected to be known early in the New Year. The President provided a brief overview of the strategic focus of each of the two funding initiatives.
- **Colleges Ontario** – IADT has built a long-standing relationship with a number of HEIs in Canada under the original IOTI/ Colleges Ontario agreement. Continued development of new programmes was somewhat stalled during the COVID pandemic however two upcoming visits have been organised in November to re-new links and partnerships with HEIs through Colleges Ontario and renew sectoral and Institutional agreements.
- **Level 10 Pathways** – IADT has achieved delegated awarding authority up to and including NFQ Level 9 degrees. However at present, IADT does not have delegation to make awards at Level 10. Over the course of the year, discussions took place with Maynooth University and on 24th October last, the Presidents of IADT and Maynooth University Professor Eeva Leinonen signed a Letter of Intent to explore opportunities for collaboration between IADT and Maynooth University to provide a pathway to Level 10 awards for IADT research students.
- **Student Recruitment** – IADT's CAO processes for 2023 have now been completed. 591 of the 640 places available were filled through the CAO. In addition, 14 students accepted places on the Tertiary Programme BA (Hons) in Immersive Media Production. A full presentation on student numbers and CAO will be given at a future Governing Body meeting.

- **Digital Media Building** – construction on the new Digital Media Building is progressing well and it is anticipated that the building will be completed in late 2024.
- **Quadrangle Building** – over the summer, the President was offered the opportunity for IADT to submit a phased plan for the deep retrofit and re-design of the Quadrangle Building to the HEA that would address issues with the building including capacity, accessibility and energy efficiency. The proposal was submitted in September, and the outcome of the proposal is awaited.
- **Conferring** – IADT's 2023 conferring ceremony will take place at the RDS on 17th November next. There will be three ceremonies and the Chairperson of the Governing Body will officiate at the event.

(Dr Cormac Deane left at 12.45)

9.2 Strategy Implementation

- **Development of New Strategic Plan** – the consultation phase of the development of the new Strategic Plan has been completed and feedback from the consultation phase has been collated by Mazars. Members of the Executive Team met for a 2-day summit in August following which a full briefing was provided to the September meeting of the Governing Body, at which feedback from the Governing Body was received. A full draft of the new Strategic Plan will now be produced and a further briefing will be provided at the December meeting the Governing Body by Mazars. It is intended to present the full and final draft of the new Strategic Plan to the Governing Body for adoption in January 2024 with a launch of the new Strategic Plan anticipated to take place in February. Minister Simon Harris TD, Minister for Further and Higher Education, Research, Innovation and Science, has previously committed to launching IADT's new Strategic Plan and a date for the launch will be agreed with the Minister's Officer in the near future.
- **Campus Base in Dún Laoghaire** – works to make the necessary renovations to the office space on Library Road has largely been completed and it is hoped to take occupancy of this space in the near future. A more extensive and sensitive renovation is needed to the Carnegie Library building given its conservation status, and works are underway. It is hoped to be in a position to take occupancy of this building during 2024.
- **System Performance Framework (Compact)** – earlier this year, the HEA launched a new System Performance Framework through which HEIs under the remit of the HEA will develop and agree a Compact with the HEA. The process to develop and agree this Compact is underway and a draft Compact will be submitted to the HEA for review and discussion on 16th November. A meeting with the HEA will take place in January following which a revised Compact will be submitted addressing feedback received from the HEA. Finalised Compacts for HEIs will be published by the HEA in June 2024. The Compact will include measurable actions against which IADT will be required to report progress. The Compact will also align with the new Strategic Plan and recommendations made by the CINNTE Review Panel.

9.3 Risk Management

- **Sustainability and Climate Action** – the President and Head of Faculty of Film, Art and Creative Technologies are currently completing the IPA Professional Certificate in Governance programme, which includes modules key to supporting management of IADT's Sustainability and Climate Action obligations. All members of the Executive will be required to undertake training in Sustainability and Climate Action. A cross-institutional

Sustainability and Climate Action Working Group is currently being established, and an expression of interest will shortly be circulated to staff to become members of this group.

- **Space Utilisation Survey** – at the direction of the HEA, a Space Utilisation Survey was carried out by HEIs across the sector, to determine the usage of space on campus. IADT's Space Utilisation Survey took place over the week commencing 6th November. The outcome of the survey is being collated at present. The need to ensure good occupancy and utilisation of teaching spaces will be important for IADT in support of capital development submissions.

9.4 IADT: Financial Update

Circulation of the Variance and Management Reports for September were noted by the Governing Body. An overview of the information provided within the Variance Report was provided by the Secretary/Financial Controller. A planned budget overspend was approved by the Governing Body earlier in the year, to meet necessary expenditure. However every effort is being made to keep any overspend to a minimum. It was noted that project income for projects such as FilmEU are not reflected within the variance report provided to Governing Body, as accountability for those projects is to external funding agencies.

The Secretary/Financial Controller also provided an overview of the reserves held by the Institute. IADT is required to keep approx. 60 days operational costs in reserve. In addition, a 'Restricted Reserve' is maintained to provide for exceptional costs for example the fit-out of the Digital Media Building. The Secretary/Financial Controller also noted to the Governing Body that due to the funding mechanism used to determine budget allocation, in order to maintain and increase the Institute's budget allocation from the HEA, the Institute needs to increase student numbers each year by at least the average percentage of student numbers growth for the sector.

10. Equality, Diversity and Inclusion Implications

- 14 students have accepted places on the MA in Immersive Media Production – a programme developed through the Tertiary Project.
- The potential impacts of growth in the use of AI were noted.
- The Governing Body has appointed members to the EDI Committee of Governing Body, with Cllr Anne Ferris appointed as Chairperson of this committee. Further members will be appointed to the Committee following appointment of Ministerial Nominees to the Governing Body.
- A survey of Governing Body members will be carried out to determine the meeting start time that best suits members.

The next meeting of the Governing Body will take place on 13th December. It was agreed that the meeting will commence at 11 am.

Signed: _____
David Holohan

Date: _____