

Minutes of the Board of Governors Meeting of Thursday 17th December 2020

- Present:** D. Jennings [Chair]
- Also:** B. Breslin, J. Carty, D. Conroy, T. Corcoran, L. Doherty, L. Hennessy, I. Fox, D. Kelleher, A. Lenny, D. McDonagh, J. Murray, D. O'Donnell, C. O'hAodáin.
- In Attendance:** K. Kelleher [Secretary]
- Apology:** C. McGrath

The Chair asked for and received confirmation of no conflicts of interest

Motions of welcome and thanks

The Governors welcomed Brendan Breslin, recently elected by the Board of Studies, to his first meeting.

A vote of thanks was passed for Ray Keary, outgoing Governor, for his service to the Board over a number of years, and to Cormac O'hAodáin, who is attending his last meeting today as Governor elected by the RIAM teaching staff for 2020. Cormac, in turn, expressed his thanks and appreciation for his involvement on the Board.

1. Minutes of the Board of Governors Meeting of 22nd October 2020

The meeting approved the minutes.

2. Matters Arising

Item 7: The Governing Body approved the adoption of the meeting schedule for 2021.

Item 9: The Chair invited Governors to advise him of any gaps, errors or proposed amendments to the Board membership/skills/diversity tables.

3. Statement by the Chair

The Chair announced his intention to reduce his workload during the coming year as he considers his involvement in a number of RIAM committees.

4. RIAM Members AGM 2020 Update

The Chair summarised the AGM meeting held earlier in the afternoon, which included adopting the 2019 Annual Report and Financial Statements; an update on the RIAM development project; RIAM operations under Covid-19 restrictions; work undertaken to modernise the RIAM Constitution and initial consideration of RIAM membership.

5. RIAM Members

The Governing Body passed two resolutions concerning RIAM Members:

- i. Proposed by D. McDonagh, seconded by J. Carty and after due and careful consideration, the Governing Body decided that new By-Laws and Regulations for the elections of Governors by Members, that complement and supplement the provisions in the RIAM Constitution, must be developed and approved by the Governing Body and by the Members, and that the deadline for such approval by the Governors shall be not later than Governing Body meeting, scheduled for 8th April 2021.

- ii. Proposed by A. Lenny, seconded by J. Murray and after due and careful consideration, the Governing Body decided that the procedure for the election of Governors by the Board of Studies, the academic staff, and the non-academic staff, should be reviewed and documented, and, if found necessary, that new By-Laws and Regulations, that complement and supplement the provisions in the RIAM Constitution, must be developed and approved by the Governing Body, and that the deadline for such approval shall be not later than the Governing Body meeting, scheduled for 8th April 2021.

L. Doherty expressed concern that the timing and optics of the proposals were not good and wished to register her objection and vote against the resolution.

6. RIAM Committee Members 2021

The Board tasked the Governance committee with reviewing:

- the current one-year period allowed for Governors serving on committees,
- the committees terms of reference with respect to number of Governors required for a meeting quorum and
- the ineligibility of staff Governors serving on Board committees.

The committee Chairs to confirm for the next meeting that expert external committee members are willing to continue to serve for 2021.

7. Appointment of Defined Benefit Pension Scheme Trustees

The Chair tabled a paper outlining the role of pension Trustees in a Defined Benefit Pension (DB) scheme, proposing that the Governing Body reviews and reappoints Trustees to the RIAM DB Scheme, and those appointed will need to abide by the rules, and especially the need for confidentiality and for reporting to the Governing Body.

It is proposed to appoint five Trustees, including one current RIAM employee who is a member of the Scheme, one pensioner of the Scheme, one independent Governor, one external pensions expert (Mr. Maurice McCabe, brief biography tabled) acting in a personal capacity, and the Secretary /Finance Officer.

Proposed by D. Jennings and seconded by T. Corcoran, the Governing Body approved by acclamation, with L. Doherty dissenting, the appointment of Kevin Kelleher, Maurice McCabe and Declan McDonagh as Trustees to the DB scheme. The process of appointment of staff trustees to the scheme will be undertaken in the New Year.

8. Committees, Board of Studies, RIAM Pension Trustees – Minutes and Updates

Nothing additional tabled for this item.

9. Director's Report

The Director tabled her 5th report for 2020 under the headings of:

- i. Covid-19 response update (parents and staff supportive; Focus on H&S measures)
- ii. Re-development: Cost update (additional costs for contaminated material disposal, building footprint increase, boundary wall issues, additional demolition works, Scollard Doyle review of Bill of Quantities; project delays risk, increased VAT and incidental costs). Latest costs at €23.5m for the 'works' and €1.2m for the 'optional works')
- iii. Re-development: funding update (extra €150k target for 2020 reached; €300k sought from DES for toilet block works; funds to date €23.3m – target is €24.1m low and €24.9 high.
- iv. Management focus: appointments and re-grading exercise (Head of Programmes & Research - Lynsey O'Callaghan; Senior Staff Officer tertiary level - Padraig Rynn; RIAM Connect Admin officer – Laura Breheny; regrading exercise resulted in 3 grade III members upgraded to Grade IV and 2 remain at grade III)

- v. Management focus: workforce plan and DFHERIS contact (Following Covid-19 grant in 2020, no additional department funding available in 2021, though signals are positive thereafter)
- vi. Erasmus audit and LOTUS programme (successful Erasmus 7-year audit completed in November; RIAM one of three selected from 30 to participate in the Leadership and Organisation for Teaching and Learning at European Universities – LOTUS programme.
- vii. RIAM 175 Strategy: Final Draft – after due and careful consideration, the Governing Body approved RIAM175 by acclamation, as the core strategy in RIAM for the next five years.

10. RIAM Re-development including Steering Committee update

Covered elsewhere in the meeting

11. Board Resolutions for Government Departments

RIAM Resolution re Top-up of existing Grant from the Minister for Further and Higher Education, Research, Innovation and Science:

The Board of Governors agreed and unanimously approved the enclosed resolution at the meeting of the Governors on 17 December 2020.

WHEREAS:

The Board of Governors previously approved the €21.6 costs for the redevelopment project (the “**Project**”) at the RIAM properties at 36-38 Westland Row, Dublin 2 (the “**Properties**”);

NOW, THEREFORE, BE IT:

RESOLVED, that Kevin Kelleher, Secretary of the RIAM, be authorised to sign and seal all deeds and other writings and to prepare the Deed of Charge and collateral Deed of Covenant and registration of same to charge over the RIAM Properties at 36-38 Westland Row, Dublin 2 to Top up of an existing grant of €6,000,000 from the Minister for Further and Higher Education, Research, Innovation and Science, on behalf of the Board of Governors, PROVIDED THAT his signature is witnessed by the RIAM solicitor, Bruno Herbots, Herbots, 16 Molesworth Street, Dublin 2.

RIAM Resolution re Grant from the Minister for Tourism, Culture, Arts, Gaeltacht, Sport and Media:

The Board of Governors agreed and unanimously approved the enclosed resolution at the meeting of the Governors on 17 December 2020.

WHEREAS:

The Board of Governors previously approved the €21.6 costs for the redevelopment project (the “**Project**”) at the RIAM properties at 36-38 Westland Row, Dublin 2 (the “**Properties**”);

NOW, THEREFORE, BE IT:

RESOLVED, that Kevin Kelleher, Secretary of the RIAM, be authorised to sign and seal all deeds and other writings and to prepare the Deed of Charge and collateral Deed of Covenant and registration of same to charge over the RIAM Properties at 36-38 Westland Row, Dublin 2 to securing the grant of €3,000,000 from the Minister for Tourism, Culture, Arts, Gaeltacht, Sport and Media on behalf of the Board of Governors, PROVIDED THAT his signature is witnessed by the RIAM solicitor, Bruno Herbots, Herbots, 16 Molesworth Street, Dublin 2.

12. Summary of the Finance Committee meeting of 15th December 2020, incorporating October Management Accounts summary and 2020 projections

L. Hennessy summarised the meeting, noting that the accounts to October show the loss of income due to covid-19 being matched with cost reductions and savings. B. Breslin was commended for the rapid response to holding on-line exams following the loss of live exams due to Covid-19

13. 2021 Budget Projections

Proposed by L. Hennessy and seconded by T. Corcoran, the Governing Body approved the draft 2021 budget as tabled, showing a budgeted surplus of €304k. The surplus was subsequently amended to €295k on receipt of the notice of the department grant allocation for 2021.

14. Audit & Risk Committee update

T. Corcoran summarised the December meeting of the Audit & Risk Committee, which primarily had focussed on the Internal Audit report on Income measurement and control in RIAM. The outcome of the audit was positive and showed good control of Academy income is in place.

15. Governance Committee Update

D. McDonagh summarised the December meeting of the Governance Committee, which looked at overall governance as outlined in the RIAM Code of Governance and deemed it reasonable to satisfy the governance requirements of the Charities Acts and the Charities Regulatory Authority, provided application of the Code can be reported in a demonstrable way.

16. Audited Annual Report and Financial Statements 2019 and

17. Statement on Internal control

Proposed by D. Jennings and seconded by D. McDonagh, the Governors approved the signing of the 2019 audited accounts.

18. AOB

J. Carty tabled a vote of appreciation to the Chair for the significant work he carries out in service to the Academy.

Signed

Date