

Minutes of the Board of Governors Meeting of Thursday 29th February 2024

- Present:** J. Woodworth [Chair]
- Also:** A. Byrne, M. Carey, D. Conroy, T. Doyle, D. Kelleher, A. Lenny, R. Lyness, S. Quinn.
- In Attendance:** K. Kelleher [Secretary], Dennis Jennings [Special Advisor on the RIAM Constitution]
- Apologies:** T. Fahy, H. McCormack, D. Tiernan

The Governors welcomed Anthony Byrne, Teaching staff nominee, to his first meeting.

1. Conflicts of Interest

No conflicts of interest declared.

2. Minutes of the Governing Body Meeting of 14th December 2023

The meeting approved the minutes.

3. Matters Arising/Outstanding Actions

No matters arising not being covered on the agenda

4. RIAM Constitution Update – Dennis Jennings

D. Jennings, having agreed to complete the work on constitutional reform that he began in 2014, while serving as Chair on the Governance Committee, joined the meeting to update the Governing Body on progress to date.

He outlined to the Board the history of the project, the tasks involved in amending the constitution, and the submission for approval to the Charities Regulatory Authority (CRA). Having received feedback and a number of queries on the matter from the CRA, he worked through the proposed responses and sought approval for the final letter of response to be submitted.

Proposed by D. Conroy and seconded by A. Lenny, the Governing Body approved the draft letter for submitting to the CRA.

5. Director's Report

- a. The Director briefly summarised the terms of reference and content of the 146 page RIAM self-assessment report for the upcoming TCD Institutional review.
Proposed by M. Carey and seconded by S. Quinn, the Governing Body approved the submission of the report to TCD.
- b. The Director circulated a document 'Be Part of our Future' which provides a high level look ahead at RIAM over the next 10 years, summarising the ambitions as follows:-
 - (1) to improve our facilities and the professionalism and content of our programmes
 - (2) to enhance staff continuing professional development
 - (3) to identify and support exceptional students and increase access
 - (4) to cultivate generous patronage an increase philanthropy from the current level of 3% to 10%

6. RIAM Diversity, Equality, Accessibility and Inclusion (DEAI)

Nothing specific tabled

7. Finance Committee Report

The Secretary summarised the meeting held on 13th February 2024.

The inflation and delay claims by the builder remain to be concluded. Rebuttal responses and requests for specific detail are being prepared by the RIAM Architect.

The management accounts for 2023 showed an operating surplus of €984k, a very positive result, with bank covenants on ebitda well covered.

The status of the IT administrative systems were discussed and the results of the committee self-assessment review summarised.

8. Statement on Internal Control 2023

The Governing Body reviewed the Statement on Internal Control for 2023 and, on the proposal of J. Woodworth and seconded by T. Doyle, approved it by acclamation.

9. Audit & Risk Committee

The Governors noted the minutes of the A&R meeting of 23rd November 2023.

10. Governance & Nominations Committee

The Governors noted the minutes of the G&N meeting of 13th November 2023.

K. Kelleher gave a verbal summary of the meeting of 19th February 2024, which reviewed two policies and the RIAM policies control sheet.

Proposed by A. Lenny and seconded by S. Quinn, the Governing Body approved the two policies for submission to TCD:

- i. Data Breach Management policy
- ii. Sick leave policy

Michael Walsh, IT Industry expert, serving on the ICT Committee for a number of years, was nominated by J. Woodworth to serve on the Governing Body. D. Kelleher seconded the proposal and the Governing Body confirmed his nomination.

The meeting noted that Declan Tiernan has agreed to serve as Chair of the Finance committee, replacing Lena Hennessy, and also as Chair of the Pension Trustee committee, replacing Declan McDonagh.

11. Board of Studies

The meeting noted the minutes of the 4th BOS meeting for 2022/2023, held on 23rd June 2023 and the minutes of the 1st BOS meeting for 2023/2024 held on 10th November 2023.

12. Pension Trustee Matters

The Governors noted the minutes of the Trustee meetings of 6th October 2023.

13. ICT Steering Committee meeting

The Governors noted the minutes of the ICT steering committee meeting of 23rd Nov 2023.

14. Summary of the Director's Goals and Objectives 2023

In the Director's absence, the Chair outlined the Director's many achievements during the year - not least the delivery of the new campus and concert hall and the projects to leverage the benefits of the campus - for increasing student numbers and raising standards and quality of education and performance.

Significant discussion ensued around marketing and advertising the Academy; striking a balance between outward facing promoting to customers and inward facing for students.

15. AOB

No other business tabled

Signed

Date