

Quality and Qualifications Ireland

Note of the twenty-sixth Meeting of the Authority (The Board) which took place on Friday, 25 November 2016 at 9.30 a.m. in the Radisson Blu St. Helen's Hotel, Stillorgan Road, Dublin 4.

Present:

- Mr. Gordon Clark (Chair)
- Dr. Padraig Walsh (Chief Executive)
- Ms. Claire Byrne (Secretary)
- Dr. Barbara Brittingham
- Ms. Una Buckley
- Ms. Mary Danagher
- Dr. Ann Louise Gilligan
- Ms. Joanne Harmon
- Mr. Jack Leahy
- Mr. Thomas McDermott
- Mr. James Moore

Apologies: None

In attendance:

- Ms. Caitríona Lawless (Recording Secretary)
- Ms. Therese Masterson (Items 2 – 17)
- Ms. Laura Carrigan (Item 10)
- Mr. Eamonn Collins (Items 8 and 9)
- Mr. Ultan Tuite (Item 7)
- Mr. Vincent Teo (Item 8)

INTRODUCTION

The Board noted that Claire Byrne, Director of Corporate Services, Strategic Planning and Communications was retiring at the end of the year. The Chairperson, on behalf of the Board, thanked Ms. Byrne for her significant contribution to the establishment of QQI and her work in her role as Secretary to the Board over the last four years. The Chairperson and the Board expressed their best wishes to Ms. Byrne for the future.

The Board agreed the agenda for the meeting was acceptable and adopted same.

1. APPOINTMENT OF BOARD SECRETARY

On foot of the upcoming retirement of the Director of Corporate Services, Strategic Planning and Communications, the Board **approved** the appointment of Therese Masterson as interim Board Secretary. Ms. Masterson attended the remainder of the meeting as an observer.

2. MINUTES OF THE MEETING OF 30 SEPTEMBER 2016

The *Minutes of the QQI Board Meeting* held on 30 September 2016 were **confirmed and signed**.

3. NOTE OF THE MEETING OF 30 SEPTEMBER 2016

The Board **approved** the *Note of the Meeting of 30 September 2016* for publication on the QQI website.

4. MATTERS ARISING FROM THE MINUTES

All matters arising fell within agenda items and were discussed during the course of the meeting.

5. DRAFT BOARD AGENDA

The Board noted the **Draft February Board Agenda**.

The Board noted the current draft agenda for the next Board Meeting scheduled for 10 February 2017.

6. GOVERNANCE

The Board noted the documents relating to **Governance**.

6.1. Appointment of Board Members 2017

The Board noted that the term of office of the current Board terminates on 5 November 2017 for all members bar the USI representative whose terms ends 30 June 2017 and the Chief Executive of QQI. The Board noted that the Chairperson

would contact each Board Member in early 2017 to ascertain if they wish to be recommended to the Minister for Education and Skills for reappointment. The Board noted that Board appointments/re-appointments are solely a matter for determination by the Minister. The Executive and Chairperson also suggested making proposals to the Department of Education and Skills in relation to staggering tenure terms of any members wishing to stay on.

The Executive presented a proposal which outlined options to ensure that the Board does not have to be replaced en masse and also ensures that the Board has the necessary experience to discharge its responsibilities effectively and to facilitate a smooth transition where necessary.

The Board **agreed** that not later than 6 months prior to the expected termination dates, the Executive will agree with the Chairperson the procedure for reappointment/appointments and requirements in accordance with Public Appointments Service (PAS) processes. The Board **agreed** the approach to initiating the process of appointing Board Members in 2017. The Board noted that the Chairperson had recently raised the matter with the Department of Education and Skills.

6.2. Appointment of Interim Board Secretary

This matter was dealt with under item 1.

6.3. External Evaluation of Board and Committee Performance 2016

The Board, during an update on revisions to the Code of Practice for the Governance of State Bodies at its September 2016 Board Meeting, noted there was now a requirement for an external evaluation of the Board and its Committees every three years. The Board noted, that for the purposes of complying with the Code, the Executive proposed to conduct the evaluation in 2017 as part of its audit programme. Prior to this the Board had conducted its own self evaluation process on an annual basis and a review of its Committees had been conducted in late 2015. The Board noted the Executive's proposal to design the evaluation around the questionnaire

provided with the Code. The Board **approved** the approach outlined in the Executive's proposal.

6.4. Annual QQI Board and Committee Chairpersons Meeting

The Board noted that the first annual Board and Committee Chairpersons meeting had taken place on 24 November (having been deferred from April 2016). The Board noted that holding such a meeting was one of the recommendations arising from the Review of the QQI Committee Structure completed in late 2015. All Committee Chairpersons were present at the meeting including the one external Chair, Kevin Ryan, Chair of the Approvals and Reviews Committee (ARC). The remaining Chairs are all members of the Board.

The Board noted that it had been a very useful meeting allowing all present an opportunity to report on developments and workings of each Committee. The Chief Executive agreed that the meeting had been very beneficial and the Committees had all played an important role to date.

The group had also discussed the revised Code of Practice for the Governance of State Bodies. The overall consensus arising from that discussion was that the 'one size fits all' approach of the Code was unsatisfactory. The Board noted that amongst the areas of concern were the stipulation of 100% attendance at Board Meetings which is not always possible and the requirement for three non-Executive Board Members on the Audit Committee would be difficult to achieve until the number of Board Members is increased due to representative requirements on other QQI committees. The Board noted that the Chairperson and Chief Executive were exploring options of submitting the Board's and the Committee Chairs' feedback on the Code to the Department of Public Expenditure and Reform (DPER).

The Board noted that the Chairperson had expressed the Board's appreciation to Kevin Ryan and the ARC members for all its work to date and measures would also be put in place to facilitate one to one contact between the Board and ARC Chair should the external Chair require it at any point.

The Board noted that the group would continue to meet on an annual basis. The Chairperson, on behalf of the Board, extended its thanks to all QQI Committee Members for their participation over the last year.

7. AUDIT AND RISK

The Board noted the documents relating to **Audit and Risk**.

The Board noted the report of the Audit Committee Meeting held on 11 November 2016.

The Board noted the Audit Committee Chairperson's intention that the Audit Committee would be compliant with the revised Code of Practice for the Governance of State Bodies in time for next September's implementation deadline.

7.1. Internal Audit Reports

The Board noted the following Internal Audit Reports:

- Financial Reporting Cycle
- Provider Approval Cycle

The Board noted the key findings in relation to the Financial Reporting Cycle audit, in particular, the recommendations on

- updating QQI Financial Policies and Procedures – any amendments to these policies would be submitted to the Audit Committee in 2017 for consideration;
- updating the Chart of Accounts to facilitate additional reporting requirements under the revised Code of Practice;
- the completion of the introduction of devolved budgeting and
- completion of a Tax Compliance Audit and Report in 2017, also a requirement under the revised Code of Practice.

The Board discussed the Provider Approval Cycle report and suggested the Executive clarify for any potential new applicants exactly what services QQI provide versus what alternative accrediting options provide.

The Board **approved** the two Internal Audit Reports listed above.

7.2. Audit Committee Terms of Reference and Internal Audit Charter

The Board noted that the Audit Committee Terms of Reference are normally reviewed every two years and were reviewed on this occasion in light of the publication of the revised Code of Practice. The Board noted that the Terms of Reference are modelled on samples provided in the Code and tailored to fit QQI's needs. The draft was also inclusive of feedback received from the Audit Committee at its meeting held on 15 September. The Board noted that the Committee approved the drafts at its November meeting and recommended them to the Board for consideration.

The Board **approved** the Audit Committee Terms of Reference and the Internal Audit Charter.

7.3. Retirement of Audit Committee Member

The Board noted that the external Audit Committee Member, Colin Maynard, had retired from the Audit Committee with effect from 11 November 2016. The Board noted that the Executive, in consultation with the Board Chairperson and the Chair of the Audit Committee, had commenced the process of filling two external positions on the Audit Committee. One vacancy arises from Mr. Maynard's retirement, the second a new requirement under the revised Code of Practice. The Board noted that the Chairperson would write to Mr. Maynard on behalf of the Board, thanking him for his contribution to the work of the Audit Committee.

7.4. Directors' and Officers' Liability insurance

The Board noted the letter of 27 October 2016 from the Department of Education and Skills relating to Indemnity Insurance. The Board considered and discussed the matter and requested the Executive to seek quotes on provision of cover and the matter would be considered further at the next Board meeting.

7.5. Items for Noting

The Board noted the minutes of the Audit Committee meeting held on 15 September 2016.

The Board noted the Audit Committee had reviewed the report of the IT Data Security and Controls review and is satisfied with the outcome of the review.

8. **BUDGET AND FINANCE**

The Board noted the documents relating to **Budget and Finance**.

8.1. Annual Meeting with QQI Accountant

The Board met with QQI's Accountant, Mr. Vincent Teo of Crowley's DFK, without the Executive present, to assure itself of the Executive's performance in relation to financial matters.

8.2. Financial Report

The Board noted the Financial Report for the nine months ended 30 September 2016. The Board noted the Executive would like to establish a financial forecasting project and expects that the project may commence in the coming months. The Board noted that a budgeting exercise against the Corporate Plan action would be completed as soon as possible. The Board noted that the Executive is continuing to seek to fill vacant positions.

8.3. ICT Contracts

The Board noted the overall ICT budget for 2017 would be considered by the Business Programme Board in the coming weeks before being included in the overall Budget for 2017 which will be considered by the Board at its February 2017 Meeting.

The Board **approved**:

- the procurement of contracts for ICT contract resources and/or services for six months, in accordance with the QQI Purchasing and Procurement Policy, subject to contract;

- the purchase of services in MS Azure in accordance with the QQI Purchasing and Procurement Policy, subject to contract.

8.4. Bank Mandate

The Board noted that adjustments to the company bank account and credit card were required on foot of the retirement of the Director of Corporate Services, Strategic Planning and Communications. The Chairperson authorised the required mandate forms.

9. HUMAN RESOURCES

The Board noted the **Update on Human Resources**.

Items omitted from this note.

10. STRATEGIC PLANNING

The Board noted the documents relating to **Strategic Planning**.

It was noted that a Board Workshop on Strategic Planning had been held the evening of 24 November 2016. The Board had reviewed the progress made to date in the 2016 Corporate Plan and the Board highlighted any gaps which may be causing it concern. The Board was cognisant of matters such as budgeting, HR Strategy and succession planning when reviewing and looking ahead to 2017.

The Board discussed key items it would like the Executive to focus on next year in addition to those items already featured in the draft Corporate Plan for 2017, items such as:

- customer services;
- awareness of disadvantaged area/sectors;
- exploring promoting the Nfq beyond what is interpreted as 'Third Level';
- apprenticeships;
- the TYI promotion;
- collaborations with the ETB sector;
- Recognition of Prior Learning.

The Board expressed concern that the Organisational Review may result in resources being focused away from areas it considers important for the coming year and suggested focusing in the first instance on items such as apprenticeships, training events and continuation of the large programme around ETBs already underway and build upon other areas once there is a clear picture of the amount of resources that can be assigned to particular areas. The Board noted that the Executive is working with the Department to resource the apprenticeship project with a dedicated staff member.

The Board noted that the Planning Unit would incorporate the feedback received into the draft Corporate Plan and discuss further with the CEO and Directors Group and Managers where necessary. The Board noted that a final version of the 2017 Corporate Plan would be presented to the Board at the February 2017 meeting for its consideration.

The Board noted that the Strategic Planning Workshop had also included a presentation by Dr. Anne Looney, the Interim CEO of the HEA – a feature of the MoU between QQI and the HEA. The Chairperson, on behalf of the Board, thanked Dr. Looney for her participation.

11. COMPREHENSIVE POLICY DEVELOPMENT PROGRAMME

The Board noted the documents entitled **Comprehensive Policy Development Programme**.

The Board noted the draft Procedures and Criteria relating to Delegation of Authority (DA) together with an executive report on the response to the consultation feedback on the White Paper on Procedures and Criteria relating to Delegation of Authority. The Board noted that under current legislation, named bodies are eligible to apply for delegated authority e.g. Teagasc, ETBs. The new Procedures and Criteria build upon existing legacy procedures and criteria, extend to FET and to new categories of providers (e.g. private) that may be eligible to apply for DA following the making of regulations by the Minister for Education and Skills under Section 52(8) of the 2012 Act.

The Board noted that the White Paper on Procedures and Criteria for Delegated Authority was published for public consultation in September 2016. The Executive also consulted with the Department of Education and Skills, the HEA, in addition to representatives of the

Technological Higher Education Ireland Association (THEA) and ETBI sectors. The Board noted an analysis of the feedback provided.

The Board discussed the procedures and noted that for some categories of providers delegated authority may now become a longterm strategic goal.

The Board:

- **adopted** the *Procedures and Criteria Relating to Delegation of Authority* subject to the QQI Executive making any modifications it considers necessary to the document provided they are broadly consistent with the adopted version and establish and publish the finalised version under Sections 52(1) and 54(2) of the 2012 Act;
- **rescinded** the following existing Policies and Procedures –
 - **rescinded** *Criteria and Procedures for the Delegation and Review of Delegation of Authority to Make Awards* (2004);
 - **rescinded** *Delegation of Authority to Make Minor, Supplemental and Special Purpose Awards* (2003);
 - **rescinded** *Policy and Criteria for the Delegation of Authority to the Institutes of Technology to make Higher Education and Training Awards (including Joint Awards)* (2014) with effect from 6 months following the establishment date;
 - **rescinded** parts of the *Policy for Collaborative Programmes, Transnational Programmes and Joint Awards* where it addresses delegated authority upon establishment of the new Procedures and Criteria;
 - **rescinded** parts of the *Research Degree Programme Policy and Criteria* where it addresses delegated authority upon establishment of the new Procedures and Criteria and
- noted that proposed criterion 15.9 Doctoral programmes in unspecified discipline-areas has yet to be fully determined by the QQI Executive and the Board's approval will be sought before this criterion is activated.

12. COMMUNICATIONS AND INFORMATION

The Board noted the **Update on Communications and Information Strategy**.

The Board discussed the draft Digital Marketing Strategy. The Board **approved** the QQI Digital Marketing Strategy.

The Board requested the Executive provide regular updates on website analytics.

13. APPRENTICESHIPS

The Board noted the **Update on Apprenticeships**.

The Board noted the Executive's briefing on developments in the Apprenticeship area.

14. LEGISLATION

The Board noted the verbal update on developments in relation to legislation. The Board noted that the Executive was continuing to consult with DES on the matter.

15. ITEMS FOR NOTING

The Board noted the **Items for Noting**.

15.1. Programme and Awards Oversight Committee (PAOC)

The Board noted the report of the meeting of the Programme and Awards Oversight Committee held on 4 August 2016. The Board noted that the PAOC was scheduled to meet again the afternoon of 25 November following the Board Meeting.

15.2. Programme and Awards Executive Committee (PAEC)

The Board noted the report of the meeting of the Programme and Awards Executive Committee held on 2 November 2016.

15.3. ENQA Review

The Board noted the two year follow up report to ENQA Review of QQI which would be presented to the ENQA Board at its meeting on 30 November.

15.4. Media Mentions, Key Developments, Current and Forthcoming Events

The Board noted the Media Mentions, Key Developments, Current and Forthcoming Events (from 4 October to 24 November 2016).

15.5. Rolling Board Agenda 2016 and 2017

The Board noted an update on the Rolling Board Agenda for 2016 and a draft Rolling Board Agenda for 2017.

16. NEXT MEETING

The Board noted that the next meeting is scheduled to take place on **Friday, 10 February 2017** beginning at **10:00 a.m.**

17. ANY OTHER BUSINESS

There was no other business.

THIS CONCLUDED THE BUSINESS OF THE MEETING.