

Quality and Qualifications Ireland

Note of the thirty first Meeting of the Authority (The Board) which took place on Friday, 22 September 2017 at 10.00 a.m. in the Boardroom, QQI Offices, 26/27 Denzille Lane, Dublin 2.

Present:

- Mr. Gordon Clark (Chair)
- Dr. Pdraig Walsh (Chief Executive)
- Dr. Barbara Brittingham
- Ms. Una Buckley
- Ms. Mary Danagher
- Ms. Joanne Harmon
- Mr. Oisín Hassan
- Mr. Thomas McDermott (attended via phone conferencing)
- Mr. James Moore

Apologies: Ms. Therese Masterson (Secretary)

In attendance:

- Ms. Caitríona Lawless (Recording Secretary)
- Mr. Eamonn Collins (Items 7-8)
- Ms. Mary Sheridan (Item 9)

INTRODUCTION

The Chairperson welcomed Oisín Hassan, Vice-President for Academic Affairs in USI, to his first QQI Board Meeting. Mr. Hassan replaced his USI predecessor, Jack Leahy, on the Board. The Board noted that Mr. Hassan had attended an induction session on 18 September.

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

1. POTENTIAL CONFLICTS OF INTEREST

The Board noted that no conflicts of interest were declared.

2. MINUTES OF THE MEETINGS OF 22 AND 27 JUNE AND 21 JULY 2017

The *Minutes of the QQI Board Meetings* held on 22 and 27 June (both meetings were held incorporeally) and 21 July 2017 were **confirmed and signed**.

3. NOTE OF THE MEETINGS OF 22 AND 27 JUNE AND 21 JULY 2017

The Board **approved** the *Notes of the Meetings of 22 and 27 June and 21 July 2017* for publication on the QQI website.

4. MATTERS ARISING FROM THE MINUTES

4.1. Review of QQI ICT and Data Security

The Board noted that the Head of ICT and Procurement had reported to the Audit and Risk Committee on this matter on the afternoon of 21 July following the last Board Meeting held earlier that morning. The Committee was satisfied with the information received and the material requested to be presented to the Board on this occasion was now no longer required.

4.2. Action Tracker

The Board noted the **Action Tracker Update**. The Board confirmed its satisfaction with the format and the type of information recorded in the Tracker and suggested reviewing it after a number of meetings.

The Board flagged the procurement of outsourced communications support which had been raised at the Board Meeting held on 21 July.

All other matters arising were covered within agenda items and were discussed during the meeting.

5. DRAFT BOARD AGENDA

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

The Board noted the inclusion, at the Chairperson's request, of a presentation on the Achievements and Challenges for QQI since its establishment in November 2012.

The Board requested the Executive to arrange for the Change Management Consultant to meet with the Board at its November meeting.

6. RELATIONS WITH THE DEPARTMENT OF EDUCATION AND SKILLS

The Board noted the document entitled **Relations with the Department of Education and Skills (DES)**.

6.1. MFA 2017 Review Meeting

The Board noted that the annual meeting (mid-year MFA Review) between the Chairperson and the Chief Executive of QQI and the Secretary General and the Deputy Secretary General of the Department took place on 4 September (deferred from 18 July 2017). The Board noted that the Chairperson took the opportunity to brief the Department on the views of the Board in relation to a number of ongoing matters.

The Board noted that a letter from the Chairperson, on behalf of the Board to the Secretary General, arising from the July meeting had issued on 6 September. The Board noted the contents of the letter. The Board noted that DES is now aware of the Board's position and its desire to resolve and assist in moving matters forward.

6.2. Vacancies

The Board noted that sanction had been received from DES to proceed with the filling of the vacancy of Director of Corporate Services.

6.3. Legislation

The Board noted that the Department expected that a draftsman would shortly be assigned to draft the Qualifications and Quality Assurance (Amendment) Bill.

The Board noted that the request of the Board and Executive of an increase in Board size would not be included in the amended legislation. The Board noted the Board's concern in relation to the ongoing delay in relation to the recognition of awards in the National Framework of Qualifications. The Board noted that the Chairperson and Chief Executive would be meeting the Minister of State for Higher Education, Mary

Mitchell O'Connor T.D., at the launch of the CINNTE Review Cycle (QQI's first review cycle for higher education institutions) on 26 September.

7. ORGANISATIONAL REVIEW OF QQI (ON BEHALF OF THE DEPARTMENT OF EDUCATION AND SKILLS)

The Board noted the **Update on the Organisational Review of QQI and related matters.**

Items omitted from this note.

7.1. Steering Group

The Board noted that the most recent meeting of the Steering Group took place on 6 September and that the discussions took place in the context of the MFA Review Meeting earlier that week.

The Board noted that the Change Management Consultant commenced work on 11 September and it is envisaged that he will chair the next meeting of the Steering Group scheduled for 5 October. The Board noted that the Consultant has to date met with members of the Executive Management Team (EMT), the Department and had met with the Board Members, who sit on the Steering Group, the previous afternoon. The Board noted the intention of the Board Members on the Steering Group to meet with the Consultant again prior to the next Steering Group meeting. The Board suggested it would be helpful if the Consultant met with the Board.

The Board noted that the Executive expects the Terms of Reference for the IR Consultative Forum to be finalised shortly and the first meeting of the group is expected to take place within the next few weeks.

The Board noted that sanction to fill the vacancy of Director of Corporate Services had been received from DES and the Department of Public Expenditure and Reform (DPER). The Board noted that the position had been advertised by QQI on its website and through the Public Appointments System with a closing date for applications of 6 October.

7.2. HR and Organisation Committee

The Board noted that the HR and Organisation Committee were meeting the afternoon of 22 September.

7.3. Staff Relations/Briefings

The Board noted that an all-staff briefing had taken place on 20 September. The Board noted that the meeting included an update on progress made on the feedback received from the staff workshops which took place over the Summer.

The Board noted the expectation that more frequent Directorate and Unit meetings take place and that the Chief Executive would sit in on some of them.

The Board noted that the Executive wished to explore other communication channels in addition to internal electronic channels.

The Board noted that following completion of the peak summer leave period, the Staff Engagement Forum would recommence meeting. The Board noted that the Staff Handbook would be finalised soon and there would be consultation with the Staff Engagement Forum on same.

8. BUDGET AND FINANCE

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

8.1. Finance Report to 31 July 2017

The Board noted the Finance Report for the seven months ended 31 July 2017. The Board warmly welcomed the new presentation format developed based on feedback from Board Members at its July Meeting.

The Board **agreed** that the Executive should include a report on Bank Balances for the period, in future Finance Reports.

8.2. State Grant 2017

The Board noted that the Executive had drawn down the final tranche of the State Grant for 2017. The Board noted that the Executive had notified the Department of the likelihood of an anticipated shortfall of cash before year end.

The Board noted that some further income from Certification fees (August-October) is anticipated but receipt of all outstanding fees by year end is unlikely. The Executive confirmed that it would keep the Board updated on the matter.

The Board noted that the Executive was examining its projected project expenditure to year end with a view to considering whether some of it could be deferred until 2018.

Board Members requested that the Executive develop a Reserves Policy which would include the maintenance of a reserve of one month of annual expenditure and requested the Executive to formalise and document this.

The Board noted that the Executive would continue to liaise with DES on the matter.

9. **AUDIT AND RISK**

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

9.1. QQI Finance Policies

The Board **approved** the Financial Policies and Procedures subject to the inclusion of an amendment recommended by the Audit Committee at its meeting of 21 July 2017.

The Board **approved** the Official Hospitality and Entertainment Policy subject to the recommendation of the Audit Committee at its meeting of 21 July 2017.

9.2. Internal Audit Reports

a. System of Internal Controls Framework (2016)

The Board noted the recommendation in relation to Item 4 contained in the System of Internal Controls – ‘Internal Control Effectiveness’ – that QQI develop

and document a policy which outlines the Board's process for the review of the effectiveness of the system of internal control, including defining the internal control framework, various sources of assurance, approach and timing etc.

The Board noted that the Executive had been waiting on guidelines in this area expected to issue from government (state guidelines) but will explore other international standards in the meantime. The Board noted that the Association of Chief Executives of State Agencies (ACESA) had scheduled a workshop on the Code of Practice for the Governance of State Bodies in the next week and would be looking at best practice in this area.

b. Quality Assurance Improvement Sub-Directorate Cycle

The Board was conscious that some changes to duties and staffing in this area had taken place since the audit was carried out in February 2017. The Board noted the clarification from the Executive in relation to the point at which the Review of Providers can take place (i.e. QA procedures are required to be agreed with the Provider in the first instance), hence why the Review Cycle is commencing with public HE providers, who have agreed their QA procedures with QQI.

The Board **approved** the following Internal Audit Reports as recommended by the Audit Committee:

- Internal Audit of System of Internal Controls Framework (2016)
- Official Languages Act 2003
- Quality Assurance Improvement Cycle

9.3. Risk Register – Status Report

The Board noted the update on the status of the Risk Register. The Board noted that following a thorough review of the existing Risk Register, the Executive had reduced the number of significant categories of risk to five:

- Financial Sustainability and Viability
- Knowledge, Skills and Competencies
- Stakeholder Relationships and Engagement

- Corporate Support Services
- Reputation

and committed to greater focus on the implementation and ownership of the Register. The Board noted the Executive had brought in external input/expertise to assist in the review of the Register.

The Board noted that a draft Risk Register is due to be considered by the Audit and Risk Committee at its meeting scheduled for 29 September. Depending on the outcome of that Committee's deliberations, a final draft may be presented to the Board at its November meeting. It was reiterated that the Board has ultimate oversight of the Register.

The Board noted that, in due course, further work will have to be undertaken to link QQI's strategy statements to the Risk Register.

The Executive thanked the Audit and Risk Committee and the Legal and Risk team for their input and work over the last number of months.

9.4. Minutes of the Audit and Risk Committee

The Board noted the Minutes of the Audit and Risk Committee meeting held on 3 March 2017.

The Board noted the intention of the Chair of the Audit and Risk Committee to address a Value for Money Audit in Quarter 1, 2019.

10. STRATEGIC PLANNING

The Board noted the documents entitled **Strategic Planning**.

10.1. Corporate Plan 2017 – Quarter 2 and 3 Progress Reports

The Board noted the Quarter 2 and Interim Quarter 3 Progress Reports for the Corporate Plan 2017. The Board requested that the Executive be more cautious in terms of its aims for the coming year.

10.2. Accommodation Plan 2017-2023

The Board noted that following the renewal of the Fourth Floor (Behan House) licence, the Executive had intended to present an accommodation plan for 2017-2023 at this meeting. The Board noted that it had taken the Executive a considerable amount of time to source an outside expert due to the current market activity. The interior designer/architect had viewed the existing office space on 6 September and was developing a plan. The existing space was examined and the designer/architect was keen to get an understanding of how QQI works.

The Board noted that the Chief Executive had also briefed staff on the project at the recent all-staff briefing on 20 September and had asked for feedback. It was noted that the Executive was keen to preserve space that facilitates meetings of 15 people or more. The Board noted that the Executive expected to develop an initial plan and expressed a need to complete the project properly particularly in consultation with staff. The Board noted that as a result, the project may take a little longer to complete than originally expected. The Board noted that all leases now terminate in 2023.

The Board noted that the Executive would provide an update on the matter at its November meeting.

11. GOVERNANCE

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

11.1. Appointment of Board Members 2017

The Board noted that the Department had confirmed that letters of reappointment to certain Board Members would issue shortly. The Board noted that the remaining vacancies had been advertised on StateBoards.ie through the PAS system with a closing date for applications of 29 September 2017.

The Board noted that the Chair would continue to liaise with the Department on the matter.

11.2. External Evaluation of Board and Committee Effectiveness 2016

The Board noted the update on the progress on recommendations arising from the External Evaluation. The Board noted progress had been made on all the recommendations to date.

11.3. Reserved Functions

The Board noted one of the recommendations arising from the External Evaluation of Board and Committee Effectiveness 2016 was:

‘The Board should update the Schedule of Reserved Functions to recognise the delegation of certain functions to Board Committees.’

The Board noted that a review of the current Reserved Functions had taken place and the Executive had now revised the Functions to

- add a number of Functions;
- remove certain Reserved Functions that can be more effectively and appropriately undertaken by the Approvals and Reviews Committee (ARC) and
- to amend the Terms of Reference for the ARC to reflect same.

The Executive also revised the Schedule of Reserved Functions to include two recommendations arising from the DES Report of Corporate Governance Compliance Review of QQI, namely the inclusion of:

- compliance with statutory and administrative requirements in relation to the approval of the appointment, number, grading and conditions of all staff, including remuneration and superannuation, and
- approval of corporate plans.

The Board **approved** the revised Reserved Functions and the revised Terms of Reference for the ARC.

The Board noted that the majority of this work on the Reserved Functions was completed by the Senior Strategic Advisor.

11.4. DES Corporate Governance Compliance Review

The Board noted that the Department had, in January 2016, commenced a review of the corporate governance compliance of all the agencies under its aegis. The Board noted the progress report in relation to the recommendations contained in the Review Report which had been received from DES on 12 July. The Board noted that QQI was found to be generally compliant in the majority of areas. The Board noted that the report on recommendations is due with DES by 31 December 2017.

The Board raised its concerns around the amount of work involved in monitoring and reviewing matters for an organisation of QQI's size. The 'one size fits all' approach of the Code of Practice is quite resource intensive.

The Board noted the Chief Executive undertook to raise the demands of the revised Code of Practice for the Governance of State Bodies at the ACESA workshop the following week.

The Board noted that there are some areas where all governance requirements are met but that the processes need to be documented and this involves additional time and resources.

11.5. Appointments to QQI Committees

The Board **approved** the appointment of Ms. Geraldine Larkin to the Approvals and Reviews Committee (ARC).

The Board **approved** the appointment of Oisín Hassan as a member of the ARC, replacing Jack Leahy.

12. APPRENTICESHIPS

The Board noted the document related to **Apprenticeships**.

The Board noted the update on statistics relating to recently validated apprenticeship programmes. The Board requested the Executive to amend the data presented to include

apprenticeship programmes which are validated by Institutes of Technology under Delegated Authority and to categorise differently within the records.

The Board noted that an additional number of apprenticeship programmes are due for consideration in the coming months.

13. RE-ENGAGEMENT

The Board noted the **Update on QQI re-engagement with Providers.**

13.1. Re-engagement update

The Board noted the update on re-engagement with providers. The Board noted that to date, 397 providers out of 443 had attended the various re-engagement briefing sessions held throughout the country since February.

The remaining providers would be contacted to clarify their intentions for re-engagement, or otherwise, with QQI.

13.2. Re-engagement Pilot

The Board noted progress on the pilot re-engagement process which is expected to be completed before end of year. One Board Member suggested requesting feedback from providers on the process. The Executive confirmed that this is a normal part of QQI's consultative process.

13.3. Fees

The Board noted a copy of a letter of 17 July 2017 between AONTAS and the Minister for Education and Skills in relation to fee waivers. The Board requested the Executive to clarify if a DES response issued.

14. COMMUNICATIONS AND INFORMATION

The Board noted the document entitled **Communications and Information**.

14.1. Communications and Information

The Board noted the update on recent communication initiatives. The Board noted that the Executive had received very positive feedback following the 'Going to College' series of podcasts, produced in association with the Irish Independent.

The Board noted that a Further Education and Training Enhancement Conference for independent/private further education and training sector had been held in Croke Park on 19 September and the event was a follow up to the recent re-engagement briefing project.

14.2. Consultative Forum

The Board noted that it had been three and a half years since the establishment of the Consultative Forum and the Executive had taken the opportunity to review the Forum's membership.

The Board noted the update on the review and the suggested revised membership list.

The Board and the Executive will keep the Forum's membership under review and encourage regular attendance.

15. ITEMS FOR NOTING

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

15.1. Programmes and Awards Oversight Committee (PAOC)

The Board noted the report of the meeting of the Programmes and Awards Oversight Committee held on 22 May 2017.

15.2. Programmes and Awards Executive Committee (PAEC)

The Board noted the reports of the meetings of the Programmes and Awards Executive Committee held on 14 June and 19 July 2017.

The Board noted that each PAOC member would be given an opportunity to attend the PAEC meetings as an observer, this would allow members gain a better sense of the workings of the PAEC.

15.3. Approvals and Reviews Committee (ARC)

The Board noted the report of the meeting of the Approvals and Reviews Committee held on 14 July 2017.

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

The Board noted the Media Mentions, Key Developments, Current and Forthcoming Events (from 19 June – 22 September 2017).

15.5. Rolling Board Agenda 2017

The Board noted an update on the Rolling Board Agenda for 2017.

16. NEXT MEETING

The Board noted that the next meeting is scheduled to take place on **Friday, 3 November 2017** beginning at **2:00 p.m.**

17. ANY OTHER BUSINESS

17.1. Board Meeting, November 2017

The Board noted that the Executive is attempting to facilitate an annual meeting of the Board and Committee Chairpersons prior to the completion of the Board's term of office on 5 November 2017.

17.2. Schedule of QQI Board Meetings 2018

The Board noted the draft Schedule of Board Meeting dates for 2018 and noted that further work was required and the Executive was not in a position to confirm meeting dates until a new Chair and full Board were in place.

THIS CONCLUDED THE BUSINESS OF THE MEETING.