

Quality and Qualifications Ireland

**Note of the first Meeting of the Authority (The Board) which took place on Monday,
3 December 2012 at 3.15 pm in the Alexander Hotel, Dublin 2.**

Present:

- Mr. Gordon Clark (Chair)**
- Dr. Pdraig Walsh (Chief Executive)**
- Ms. Claire Byrne (Secretary)**
- Dr. Barbara Brittingham**
- Ms. Una Buckley**
- Dr. Margaret Cullen**
- Ms. Mary Danagher**
- Dr. Ann Louise Gilligan**
- Ms. Joanne Harmon**
- Mr. John Logue**
- Mr. James Moore**

Apologies: **None**

In attendance: **Ms. Caitriona Lawless (Recording Secretary)**

Introduction

The Chairperson welcomed all QQI Board Members to the first meeting of the QQI Board and outlined some of the key dates and events which had occurred in the lead up to the establishment of Quality and Qualifications Ireland on 6 November 2012. The Board noted that this first meeting would deal with some of the most urgent governance issues with other business matters such as Reserved Functions and the sub-Board structure to be discussed at the next Board Meeting scheduled for February 2013.

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

1. Appointment of Chief Executive and Secretary to the Board

Dr. Pdraig Walsh and Ms. Claire Byrne withdrew from the meeting during the discussion of this item.

The Board noted the document which outlined the procedures for confirming the appointments of the Chief Executive of Quality and Qualifications Ireland and the Secretary to the QQI Board. The Board noted that the Minister for Education and Skills had appointed Dr. Pdraig Walsh as Chief Executive designated of Quality and Qualifications Ireland and as outlined in Section 15, paragraph (5) of the Qualifications and Quality Assurance (Education and Training) Act, 2012, the Board confirmed the appointment of Dr. Walsh as the first Chief Executive of QQI.

The Board also noted the proposal to appoint Ms. Claire Byrne, Head of Corporate Affairs and Communications to the role of Secretary to the Board of Quality and Qualifications Ireland. The Board noted that the position of Secretary to the Board is a distinct role, often assigned to another member of the management team but reflecting the nature of the governance relationship between the Board and the Chief Executive and with a direct reporting relationship to the Chairperson. The Board approved the appointment of Ms. Byrne, Head of Corporate Affairs and Communications to the role of Secretary to the Board of QQI.

The Board proposed and recorded a vote of thanks to Pdraig Walsh and his team for all their work in amalgamating the legacy agencies and building the new QQI organisation. The Board also thanked the Interim Board for their work in the lead up to the establishment of QQI and the implementation of the amalgamation plan.

2. Approval of QQI Seal

The Board noted the document detailing the proposed Seal of Quality and Qualifications Ireland. The Board, in accordance with Schedule 1 of the Qualifications and Quality Assurance (Education and Training) Act 2012, approved the authentication of the seal of the Authority by (a) any 2 members of the Authority or by (b) any one member of the Authority and the Head of Corporate Affairs and Communications. The Board noted that the seal

developed was based on the QQI logo and a register of the occasions of its use will be kept by the Executive.

3. **Reserved Functions of the Board** - *Including matters delegated to the Chief Executive and approval of QQI organisation structure*

The Board noted the Reserved Functions of the Board and the QQI Organisational Structure. The Board noted that the Code of Practice for the Governance of State Bodies recommends that each state body develops and adopts a Schedule of Reserved Functions which obliges it to, amongst other things, meet regularly and ensure that collective responsibility is safeguarded, comply with all statutory obligations and confirm annually the adequacy of internal financial controls. A draft Schedule of Reserved Functions will be submitted to the Board for consideration at its meeting scheduled for February 2013.

The Board noted the importance of developing a strategic plan for QQI as soon as practicable after the establishment day and ensuring that the plan is reviewed every 3 years as outlined in Section 24 of the Qualifications and Quality Assurance (Education and Training) Act 2012:

24.-(1) The Authority shall, as soon as practicable after the establishment day, and not earlier than 6 months before and not later than 3 months before each third anniversary of the establishment day, prepare and submit to the Minister a strategy statement for the following 3 year period.

The Board noted that a number of functions will be delegated to the Chief Executive in the short term with a proper sub-Board structure proposal to be considered by the Board at its meeting scheduled for March 2013.

The Board noted the proposed organisational structure which had been approved initially by the Interim Board. The Chief Executive briefed the Board on the rationale behind the organisational structure and the Board noted the arrangements through which the Executive filled and rolled out the structure throughout 2012. The organisational structure consists largely of 3 main sections, Qualification Services, Quality Assurance Services and Provider Relations as well as sections devoted to Corporate Affairs and Communications,

Strategic Analysis, Planning, Industry and External Partnerships and Audit and Procurement. The Board endorsed the QQI Organisational Structure previously approved by the Interim Board and noted the Interim Board's stipulation that the Structure should be reviewed after two years.

The Board noted that the legacy agencies had lost approximately 20 members of staff over the last few years as a result of complying with the Department of Education and Skills' Employee Control Framework and QQI is currently on target to reach the numbers set out by the Department of 82 employees by end of 2014.

4. Governance Process

a. Code of Business Conduct for Members and Employees

The Board noted the draft Code of Business Conduct for Members and Employees. The Board noted that under the Code of Practice for the Governance of State Bodies, QQI is required to develop and adopt a Code of Business Conduct for Members and Employees. The Board noted that the Code of Business Conduct sets out how Board Members (Directors) and Employees would deal with certain matters such as conflict of interests, confidentiality, gifts etc. should they arise. The Board approved the draft Code of Business Conduct for Members and Employees of Quality and Qualifications Ireland as set out in the document and noted that the Code would be circulated to all Board Members and Employees of QQI with a request to acknowledge receipt and understanding of same. The Board noted that Members can contact the Secretary to the Board if they require clarification on any aspect of the Code. Where any issues/conflicts of interest arise, they should be raised with the Secretary/Chair as soon as possible.

b. Establishment of QQI Audit Committee

The Board noted the document entitled Establishment of QQI Audit Committee. The Board noted the Executive's intention to submit an initial model of sub-board governance structures for the Board's consideration at its February 2013 meeting with a final version for approval at its March 2013 meeting. The Board also noted that it is important that the Executive establishes a QQI Audit Committee without undue delay. The Board agreed

to the Executive preparing a proposal for the establishment of an Audit Committee together with draft constitution, terms of reference and membership. The Audit Committee is to be established in line with the appropriate regulatory procedures and guidelines, particularly the Code of Practice for the Governance of State Bodies.

c. Section 84, Transition and Savings Provision 2012 Act

The Board noted information on Section 84, Transition and Savings Provision, of the 2012 Act. The Board noted the Executive's proposal to establish interim governance arrangements for activities which commenced under the policies of the Further Education and Training Awards Council (FETAC), the Higher Education and Training Awards Council (HETAC) and the National Qualifications Authority of Ireland (NQAI), which have been saved under Section 84 of the Qualifications and Quality Assurance (Education and Training) Act 2012 and have transitioned to QQI. The Board agreed to the delegation of decision making power to the Chief Executive of QQI for the purpose of implementing the provisions for transfer and savings of the continuing business of FETAC, HETAC and the NQAI, under Section 84 of the 2012 Act, his decisions to be made on the advice received from the Interim Advisory Group. The Board noted that the Interim Advisory Group would consist of 6 members, 3 appointed from what was FETAC's Policies Group and 3 appointed from what was HETAC's Academic Committee. The Board also noted that the Interim Advisory Group would only deal with transitional operational business and would be replaced by the new QQI sub-board governance structures that will be submitted to the Board for agreement in March 2013.

5. Budget and Finance

a. Budget and Finance Process 2012

The Board noted the Budget and Finance Process 2012. The Board noted that QQI was currently financed by the balance of the budgets allocated to the legacy agencies for 2012 and the Executive is likely to receive an indication of the monies allocated to QQI for 2013 once the budget estimates are published by the Government later this month. The Board noted that the Executive intends to prepare a draft budget for consideration by the Board at its meeting scheduled for February 2013 and also noted that an update on

income and expenditure would be provided at each QQI Board Meeting. The Board noted that the Executive was in consultation with the Department of Education and Skills regarding a new Fees Schedule.

b. 2011 Financial Statements for the former agencies, NQAI, HETAC and FETAC

The Board noted the background information provided on the 2011 Financial Statements for the former agencies, NQAI, HETAC and FETAC. The Board noted that each of the Councils and the Authority of the legacy agencies, at respective Board meetings prior to their dissolution, had approved the Financial Statements for 2011 for each body for signing subject to there being no material changes following the completion of the audit of the accounts by the Comptroller and Auditor General (C&AG). The Board noted that the legacy agencies were dissolved before the Financial Statements were cleared by the C&AG. The Board also noted that on foot of advice received in the lead up to the amalgamation, from accountants Crowley DFK and in agreement with the Department of Finance and the C&AG, in the situation where the previous management has transferred to the successor body, it is appropriate for the new agency to obtain appropriate confirmations in writing from the Management of the predecessor bodies for the signing of the predecessor body's financial statements. The Board noted the required confirmation which was contained in Appendix 1 of the document. The Board approved the Statement of Confirmation and approved the signing of the Financial Statements 2011 for NQAI and HETAC by the Chair and the Chief Executive of QQI. As the Financial Statements for FETAC were not finalised in time for the Board Meeting, the approval of the Board was not sought and the item was deferred until the next meeting.

c. QQI Bank Account

The Board noted that approval of the Board was required authorising the Chair, Chief Executive and Secretary of the Board to sign a bank resolution establishing a QQI Bank Account. The Board approved the authorisation of the required signatories and requested the Executive to proceed with the necessary arrangements.

6. Schedule of QQI Board Meetings 2013

The Board noted the proposed Schedule of QQI Board Meetings 2013. As a number of Board Members expressed difficulties with availability for some of the dates outlined, the Board was requested to inform the Secretariat of their availability and the Executive would revert with a new schedule of dates as soon as possible.

Presidency Conference

The Board noted that QQI was, together with the Department of Education and Skills, hosting a conference in Dublin Castle on 12/13 March 2013, as part of the EU Presidency.

7. Legacy Matters

The Chief Executive briefed the Board on some of the legacy matters inherited by QQI following the dissolution of NQAI, HETAC and FETAC. The Board noted that these issues are in hand and that the Executive wished to make the Board aware of them.

The Board noted that the final Financial Statements for the three bodies (up to their dissolution on 6 November 2012) would be prepared and presented to the Board for its consideration at its first meeting in 2013.

The Chair thanked everyone for their attendance and contributions to the first QQI Board Meeting and looked forward to working with the Members on the future developments for QQI.

THIS CONCLUDED THE BUSINESS OF THE MEETING.