

## Quality and Qualifications Ireland

Note of the twenty-fifth Meeting of the Authority (The Board) which took place on Friday, 30 September 2016 at 10.00 a.m. in the Boardroom, QQI Offices, 26/27 Denzille Lane, Dublin 2.

**Present:**

- Mr. James Moore (Acting Chairperson)
- Dr. Pdraig Walsh (Chief Executive)
- Ms. Claire Byrne (Secretary)
- Ms. Mary Danagher (attended via phone conferencing, items 1 - 11)
- Dr. Ann Louise Gilligan
- Ms. Joanne Harmon
- Mr. Thomas McDermott (attended via phone conferencing)

**Apologies:**

- Mr. Gordon Clark (Chair)
- Dr. Barbara Brittingham
- Mr. Jack Leahy
- Ms. Una Buckley

**In attendance:**

- Ms. Caitriona Lawless (Recording Secretary)
- Mr. Eamonn Collins (Items 11 and 12)
- Mr. Ultan Tuite (Item 5)

### 1. ACTING CHAIRPERSON

The Board noted that the Chairperson, Gordon Clark was unable to attend the meeting and as outlined in Schedule 1, (6(5)(b)) of the Qualifications and Quality Assurance (Education and Training) Act 2012, the Board Members present, chose one of their number to be Chairperson of the meeting. The Board Members present nominated and **approved** the appointment of Jim Moore as Chairperson for the meeting.

## INTRODUCTION

As the number of Board Members present constituted a quorum, the members **agreed** that the meeting should proceed and **agreed** to consider all agenda items for approval in the first instance and deal with items for noting/discussion thereafter.

### 2. MINUTES OF THE MEETING OF 10 JUNE 2016

The *Minutes of the QQI Board Meeting* held on 10 June 2016 were **confirmed and signed** subject to a minor amendment on page nine.

### 3. NOTE OF THE MEETING OF 10 JUNE 2016

The Board **approved**, subject to the minor amendment referred to above, the *Note of the Meeting of 10 June 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. 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 15 September 2016.

#### 5.1. Internal Audit Reports

The Board noted the following Internal Audit Reports:

- Awards and Certification Cycle
- Programme Validation Cycle

The Board noted that both Internal Audit Reports featured recommendations related to the development of iQA (internal Quality Assurance) documents for Awards and Certification processes and procedures and Programme Validation processes and procedures and the Executive's intention to have these documents finalised by year end. The Board noted that the Awards and Certification report also featured a

recommendation relating to consideration of the best utilisation of learner data and trends to enhance the provider monitoring process.

The Board noted that the Executive is finalising a tender process for the recruitment of Expert Panel Members. The Board also noted that while the recruitment of panel members would be outsourced, the management, selection and deployment of panel members would be handled inhouse.

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

#### 5.2. Award of Contract

The Board noted that the Executive had engaged with the Office of Government Procurement (OGP) and its Framework for Accounting, Audit and Financial and Economic Services in respect of procuring outsourced internal audit services for the period to end of December 2019. The QQI Tender Assessment Group had evaluated the applications to the tender competition and recommended to the Audit Committee the awarding of the contract to the successful applicant. The Board noted the Audit Committee's positive recommendation on the matter. The Board **approved** the awarding of the contract for outsourced internal audit services to the successful applicant for the period up to the end of December 2019, subject to contract. The Board noted that the contract for outsourced internal audits applied to certain areas such as ICT Controls and Security Audit, Annual Systems of Internal Financial Controls Audit, Legal and Compliance Cycle amongst others, namely, audits which it was not possible or appropriate for the Manager of Audit and Facilities to complete.

#### 5.3. Purchasing and Procurement Policy and Procedures

The Board noted the revised Purchasing and Procurement Policy which had been amended on foot of recommendations arising from an Internal Audit Procurement Report presented to the Board at its meeting in June 2016. The revisions also facilitated the inclusion of new criteria in relation to obtaining contracts from suppliers and the revised EU threshold for supplies and services. The Board noted

that any competitive tender or framework agreement totalling €209,000 or more requires Board approval and publication in the Official Journal of the EU.

The Board **approved** the revised Purchasing and Procurement Policy and Procedures.

#### 5.4. Items for Noting

The Board noted the minutes of the Audit Committee meeting held on 9 June 2016.

The Board noted that the Executive was continuing to liaise with the Department in relation to Directors' and Officers' Liability insurance.

#### Code of Practice for the Governance of State Bodies 2016

The Board noted that the Audit Committee had been briefed on the revised Code of Practice for the Governance of State Bodies 2016 and its implications for the work of the Audit Committee. The Board noted that the Executive had reviewed the Audit Committee Terms of Reference and the QQI Internal Audit Charter on foot of the publication of the revised Code. The Board noted that the Audit Committee had considered these items at its meeting on 15 September. The Executive was incorporating feedback received from the Committee and the drafts would be presented for adoption at the next Committee meeting scheduled for 11 November. The Board noted that the Audit Committee had also received the Code's supporting documents including 'Audit and Risk Committee Guidance' which includes a 'Checklist for the Effectiveness of Audit and Risk Committees'. The Board noted the outcome of the Committee's Self-Evaluation of the Effectiveness of the Audit and Risk Committee review would be incorporated into the Committee's Annual Report to the Board.

#### Risk Register

The Board noted that the Risk Register had been updated to incorporate the Board's recommendation relating to ownership of multi-Directorate risks and the assignment of primary risk owners to these areas.

### Comptroller and Auditor General (C&AG)

The Board noted that the Audit Committee had issued its annual invitation to the Office of the C&AG to meet with the Committee in the coming months and requested views of the C&AG on the work and effectiveness of the Audit Committee.

The Chairperson of the Audit Committee expressed his thanks to the Director of Governance and ICT and the Audit team for all their work over the past year and stated his confidence that the area will be compliant with the revised Code of Practice by the advised deadline of *September 2017*.

## **6. GOVERNANCE**

The Board noted the documents entitled **Governance**.

### 6.1. Code of Business Conduct for QQI Board Members and Employees

The Board noted that, earlier this year, the Executive had undertaken a Corporate Governance Compliance Review for the Department of Public Expenditure and Reform (DPER). The Board noted that the outcomes of the review showed QQI as being largely compliant and noted the only recommendation received to date had been the inclusion of a statement in a QQI governance policy relating to discovery by a Board Member of non-compliance with any statutory obligations that apply to QQI, the member should immediately bring this to the attention of their fellow Board Members with a view to having the matter rectified. The matter should also be brought to the attention of the relevant Minister by the Chairperson indicating (i) the consequences of such non-compliance and (ii) the steps that have been taken to rectify the position. The Board noted that the Executive had revised the Code of Business Conduct for QQI Board Members and Employees to include this action. The Board **approved** the amendment to the Code of Conduct and noted that Board Members will be required to acknowledge that they have noted the revised Code.

### 6.2. Code of Practice for the Governance of State Bodies 2016

The Board noted that the Revised Code of Practice for the Governance of State Bodies was launched by the Minister for Public Expenditure and Reform on 17 August 2016. The Board noted that DPER had since confirmed that the Minister expects

agencies to be fully compliant with the revised Code by *September 2017*. The Executive had provided the Board with copies of both the Code and its supplemental documents as well as a 'Snapshot of the Code' and a 'Detailed Analysis of the Code', both compiled by QQI's outsourced accountants.

The Executive drew the Board's attention to the most significant changes arising from the revised Code such as but not limited to:

- the requirement for an additional yearly meeting of the Board without the Executive present, (the Board already meets without the Executive present on one occasion each year);
- the requirement for 100% attendance by Board Members;
- an external evaluation of the Board and its Committees, in addition to the pre-existing annual self-evaluation conducted;
- 'Comply or Explain';
- Periodic Critical Review;
- the staggering of appointments to the Board and
- a change to the composition of the Audit Committee. The Code now recommends three non-Executive Board Members. It was noted that the Board is not currently in a position to fulfil this requirement due to its size and representation requirements on other QQI Committees. It is expected that this requirement would be fulfilled once legislative amendments (including extending the membership of the Board from 10 to 12) have been approved.

As the current Board's term of office ends in November 2017, Members expressed concern that an appropriate amount of time should be taken in relation to finalising re-appointments, appointing new members etc. The Board also recommended that consideration be given to maintaining its track record of good gender balance.

The Board noted that consultation on the revised Code of Practice for the Governance of State Bodies had been quite limited and the Board was cautious in its welcoming of all the revisions as there may be implications to some of the actions recommended which may have unforeseen consequences, particularly in terms of

resources. The Board noted that a large amount of time and effort is involved in reviewing governance measures, particularly when staff and resources are limited. The Board noted that the Chief Executive undertook to highlight the Board's concern at the next meeting of the Board of the Association of Chief Executives of State Agencies (ACESA).

The Board noted the Code of Practice for the Governance of State Bodies 2016 and the compliance deadline of *September 2017*.

### 6.3. Terms of Reference for QQI Committees

The Board noted the proposed amendment to the Terms of Reference for QQI Committees recommended by the Executive. The Board **approved** the inclusion of the following sentence to the paragraph headed 'Chairperson and Vice-Chairperson' in the Terms of Reference of the Approvals and Reviews Committee (ARC), Programme and Awards Oversight Committee (PAOC) and the Policies and Standards Committee (PSC):

Where the Chairperson is not available or not in a position to nominate a Vice-Chairperson, the other members of the Committee who are present may choose one of their number to be Chairperson of that meeting.

The Board **approved** a similar amendment to the Terms of Reference for the Programme and Awards Executive Committee (PAEC).

## 7. **MEMORANDUM OF UNDERSTANDING**

The Board noted the document entitled **Memorandum of Understanding**.

### 7.1. Memorandum of Understanding (MoU) between QQI and SOLAS

The Board noted the draft Memorandum of Understanding (MoU) between SOLAS and QQI. The Board noted that delivery of the MoU had featured as part of the Management Framework Agreement with DES for 2016. The Board noted that the High Level Group of both agencies meet approximately every three months. As the Board was aware, the MoU Working Group had been drafting the document over the

last number of months and during the summer period had met with DES and Education and Training Boards Ireland (ETBI) to discuss feedback on the draft MoU. The Board noted that the role of SOLAS as a provider was seen as a separate matter and did not feature in the MoU. The Board noted that the Board of SOLAS had met and considered the draft document at its meeting held on 6 September 2016 where it had been approved.

The Board noted that the implementation of the MoU would assist in explaining the interactions between the two agencies to stakeholders and ensuring key areas of business between the two agencies don't overlap (e.g. data sharing etc.).

Board Members sought clarification on the reference to independence within the document and noted that the standard provided by ENQA (European Association for Quality Assurance in Higher Education) was the implicit meaning in this context:

'Agencies should be independent and act autonomously. They should have full responsibility for their operations and the outcomes of those operations without third party influence.'

The Board **approved** the draft Memorandum of Understanding between QQI and SOLAS and welcomed it as an important development.

#### **8. BOARD MEETING SCHEDULE 2017**

The Board noted the draft **Board Meeting Schedule for 2017**.

The Board approved the following Board Meeting dates for 2017:

Friday, 10 February

Friday, 7 April

Friday, 16 June

Friday, 22 September

#### **9. DRAFT BOARD AGENDA**

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



The Board noted the current draft agenda for the next Board Meeting scheduled for 24 and 25 November 2016. The Board noted that the Executive had begun work on the Board Planning Session which was scheduled for the evening of 24 November. The Board noted that details would be confirmed and circulated in the coming weeks.

The Board noted that the Review of the System of Internal Financial Controls for 2016 would be presented to the Board at its February 2017 meeting rather than the November 2016 meeting.

## **10. RELATIONS WITH THE DEPARTMENT OF EDUCATION AND SKILLS (DES)**

The Board noted the documents entitled **Relations with the Department of Education and Skills**.

### 10.1. Meeting with the Department of Education and Skills

The Board noted that the mid-year Review meeting took place on 20 June between the Chairperson and Chief Executive of QQI and the Secretary General and Deputy Secretary General of the Department. The Board noted the discussion paper and updated MFA progress report. The Board noted a small number of indicators where delays had occurred, however, the delays were due in all cases to external factors.

## **11. BUDGET AND FINANCE**

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

### 11.1. Financial Statements 2015

The Board noted that the Comptroller and Auditor General's Office had cleared the Financial Statements for 2015 and the Executive expected to receive the Audit Certificate shortly. The Board noted that the Executive would arrange to have the Financial Statements laid before the Houses of the Oireachtas and published on the website in the coming weeks.

### 11.2. Financial Report

The Board noted the Financial Report for the six months ended 30 June 2016. The Board noted that notice had been served on the break clause for the Eastpoint lease. The Board noted clarification provided by the Executive in response to Board Member queries relating to monitoring and fees. The Board requested that the Executive consider the development of a specific communication on fees (targeted at underprivileged sectors/stakeholders).

The Executive undertook to examine and clarify the percentage of fees that have been foregone etc. in relation to exemptions and set out the case for those charged.

The Board noted that the Relationship Fee for the higher education awarding bodies had been examined and the case for the redistribution of the charges made to the Departments of Education and Skills and Public Expenditure and Reform. A response is awaited.

## 12. HUMAN RESOURCES

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

Items omitted from this note.

## 13. STRATEGIC PLANNING

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

### 13.1. Corporate Plan 2016

The Board noted that the Corporate Plan 2016 is largely on track. Of the 14 deliverables scheduled for Quarter 2, the Board noted that 12 had been completed within the Quarter. Of the two remaining deliverables, one had since been completed and the second was scheduled for completion in October. The Board noted that the two Quarter 1 deliverables which were outstanding at the end of the first quarter have both been completed. The Board noted that the majority of the 18 deliverables scheduled for completion in Quarter 3 are currently on track.

### 13.2. Corporate Plan 2017

The Board noted that drafting of the Corporate Plan 2017 was underway and the Planning Unit was meeting with Directors and Heads to compile the activities and priorities for 2017. The Board noted that the Corporate Plan 2017 would feature as part of the Board Planning Session and Board Meeting scheduled for 24 and 25 November with a draft being presented to the Board at that point.

## 14. **REVIEWS**

The Board noted the **Progress Report on ENQA Review Recommendations**.

The Board noted that the ENQA Review Report, published in September 2014, had featured a number of recommendations and a two year follow up report on the recommendations was due at the end of November 2016. The Board noted the update on progress on the three main recommendations and that the Executive expects the follow up report to be completed by the end of October. A copy would be circulated to Board Members. The Board noted that the final report would be presented to the ENQA Board at its November meeting.

The Board noted that the Executive had received a request from the Government of Luxembourg to undertake an institutional review of one of its University Institutions, a request which had been supported by the Department of Education and Skills.

The Board noted that the Executive anticipates that a Review Schedule for Delegated Awarding Bodies (DABs) will soon be finalised.

## 15. **APPRENTICESHIPS**

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

The Board noted the background and update on new Apprenticeships and QQI's participation in the process. The Board noted the Executive's ongoing contact with DES and SOLAS on this matter. The Board cognisant of the work to date, expressed its support in the process involved. It was noted that the Executive would provide the Board with an update at its next meeting.

## 16. COMMUNICATIONS AND INFORMATION

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

The Board noted that as part of its communications campaign, QQI had commenced a three year partnership with Transition Year, Ireland (TYI), an information source for Transition Year students, teachers and parents. This partnership provides the Executive with an opportunity to raise awareness of QQI through direct engagement with the learner at an earlier stage in their academic life.

The Board noted that the Executive was continuing to highlight provider obligations in relation to the provision of information to learners through its monitoring process and was continuing work on its brand awareness project involving stakeholder reference to the appropriate awarding body.

## 17. ITEMS FOR NOTING

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

### 17.1. Programme and Awards Executive Committee (PAEC)

The Board noted the reports of the meetings of the *Programme and Awards Executive Committee* held on 16 June, 20 and 27 July 2016.

### 17.2. Policies and Standards Committee (PSC)

The Board noted the report on the meeting of the *Policies and Standards Committee* held on 28 June 2016. The Board noted that the Committee had considered DES communications in relation to the development of its Statement of Strategy 2016-2018 and high level issues arising from Brexit. The Board noted the PSC had approved the White Paper on the Procedures and Criteria relating to Delegated Authority for consultation.

### 17.3. Approvals and Reviews Committee (ARC)

The Board noted the reports of the meetings of the *Approvals and Reviews Committee* held on 13 and 19 July 2016.

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

The Board noted the *Media Mentions, Key Developments, Current and Forthcoming Events* (from 30 May to 30 September 2016).

17.5. Rolling Board Agenda 2016

The Board noted an update on the Rolling Board Agenda for 2016.

**18. NEXT MEETING**

The Board noted that the next meeting is scheduled to take place on **Thursday, 24 and Friday, 25 November 2016** beginning at 4:15 p.m. on Thursday with a Board Workshop.

**19. ANY OTHER BUSINESS**

19.1. Qualifications and Quality Assurance (Education and Training) Act 2012

The Board noted a verbal update on progress relating to the amendments required to the Qualifications and Quality Assurance (Education and Training) Act 2012. The Board noted that the Executive had provided draft input to the Department and noted that it was expected to go through the draft Heads of Bills stage by the end of the year. The Board noted the legislative deficiencies were still having a major impact on the work of the organisation.

19.2. Brexit

The Board noted a brief verbal update on Brexit and its possible implications for the education sector in Ireland. The Board noted that the Executive had, at the Department's request, flagged some possible implications. The Board noted that discussions with DES were ongoing.

It was noted that the Board had been circulated copies of the published Annual Report for 2015 and the HR Strategy. The Board noted that the Executive would circulate a link to the recently published DES Strategy.

**THIS CONCLUDED THE BUSINESS OF THE MEETING.**