

**DRAFT**

**Minutes of the Board of Governors Meeting of 18<sup>th</sup> April 2019**

**For Publication on the RIAM Website**

<b>Present:</b>	D. Jennings [Chair]
<b>Also:</b>	J. Carty, L. Cearr, T. Corcoran, L. Doherty, I. Fox, D. Kelleher, A. Lenny, D. Jennings, R. Keary, D. O'Donnell, T. Corcoran.
<b>In Attendance:</b>	K. Kelleher [Secretary]
<b>Apology:</b>	Y. Donnelly, D. McDonagh, C. McGrath, J. Murray
<b>Absent:</b>	C. Carney Boud, M. Mullooly

**1. Minutes of the Board of Governors Meeting of 24<sup>th</sup> January 2019**

The minutes were agreed and signed.

**2. Matters Arising**

(5) The initial 200k [capital development programme] contingency indicated for 2018 has been adjusted down to €180k during the process of completing the detailed Financial Statements.

(11) The Director reported that the individuals nominated for the RIAM Fellowships (Honoris Causa) have confirmed their pleasure to be recipients of the award. [Details redacted].

**3. Minutes of the Board of Governors Telephone Meeting of 7<sup>th</sup> March 2019**

The minutes were agreed and signed

**4. Matters Arising**

The poor quality of the dial-in phone line [used during the meeting] was noted. The Secretary will investigate alternative systems.

**5. Director's Report**

The Director presented her Quarterly report under the headings of:-

1. RIAM 175 update: curriculum working groups (five groups covering Junior, Tertiary and adult learning and assessment)
2. RIAM 175 – communication (Staff meetings, away days, emails, presentations, meetings with Chair)
3. RIAM Re-development – Funding update: (€17m raised or pledged); de-risking strategy to shell & core if required; contingency bank loan being investigated; and an analysis of costs per euro raised by the fundraising team were presented to the Board.
4. RIAM Re-development – Governance update: Three-tiered governance structure; evaluation of SAQs for main contact and reserved specialists.

5. Alternative Accommodation ('decant') – Preferred option [Details redacted]; Paddy McLoughlin appointed decant logistics project manager; room allocation decisions.
6. Management Focus: Workforce plan; ICT & RIAM Exams; Exams senior personnel roles.
7. Strategic Partnerships: Trinity College (TEP); Erasmus and bids; LSO; FRIAM awards.

**6. Summary of the Finance Committee meeting of 15<sup>th</sup> April 2019, incorporating Management Accounts summary for Q1/19 - 31<sup>st</sup> March 2019**

The summary of results and commentary for Q1/19 were noted.

The KPMG review of the re-development project [finances] was welcomed.

The board noted difficulties with the new [RIAM Examinations Centre] online application system and commended the exams office staff for managing the process despite the shortcomings.

**7. Draft Annual Report and Financial Statement 2018**

The board approved the 2018 Annual Report and Financial Statements subject to audit.

**8. RIAM Steering Group Minutes 16<sup>th</sup> April 2019**

The Report was noted.

**9. Audit & Risk Committee Annual Report 2018**

The board noted the 2018 committee annual report outlining committee activity during the year.

For a number of reasons there has been a delay in appointing a new Internal Auditor and the board sees completing the process as a priority.

**10. RIAM Risk Register**

The board reviewed the updated the RIAM Risk assessment. The register is a dynamic document and subject to regular review by the Audit & Risk committee and annually by the Board of Governors.

**11. New Initiative Proposal – Workforce Plan**

The post development workforce plan is being drafted and will be presented at a special meeting of the Governors to be held sometime in May 2019.

**12. RIAM Constitution – Clauses for Approval**

The RIAM constitution is undergoing an overhaul and three new clauses have been inserted requiring approval by the Board:-

**Clause 4.9.1 - Income and Property**

“The Governors shall ensure that the income and property of the Academy shall be applied solely towards the promotion of the academic and associated business purposes of the Academy as set forth in this Constitution. No portion of the Academy’s income and property shall be paid or transferred directly or indirectly by way of salary, dividend, bonus or otherwise howsoever by way of profit to members of the Academy”.

**Clause 4.9.15 - Voluntary Service by Governors**

“No remuneration shall be payable to any of the member of the Board of Governors in respect of his/her services as a Governor or on any committee of the Board of Governors. The Governors Members may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Governors or of any committee of the Executive or general meetings of the Academy or otherwise in connection with the business of the Academy”.

**Clause 7 - Dissolution of the Academy.**

“If upon the winding up or dissolution of the Academy there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Body. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Academy. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Academy under this Scheme (Constitution). Members of the Academy shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulatory Authority. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer”.

The Board approved the clauses by acclamation.

**13. RIAM Professorships 2019**

The successful applicants for RIAM Professorship were noted and formally appointed by the Board of Governors as professors of the Academy, and the Board thanked the adjudicating panel.

**14. Board of Studies Self-Assessment**

The Board approved the Chair of the Governors meeting with the Chair of the Board of Studies to discuss a mechanism for assessing the performance of the committee. It was noted that all committees must introduce a process for assessing their performance.

**15. Local Centre Senior Examiners Committee Self-Assessment**

Discussion is deferred to the autumn pending changes to designated roles of senior examiners and resolution of current challenges being addressed within the exams system.

**16. Minutes of the Board of Studies 5<sup>th</sup> meeting 11<sup>th</sup> January, 6<sup>th</sup> meeting 1<sup>st</sup> February, 7<sup>th</sup> meeting 1<sup>st</sup> March and 8<sup>th</sup> meeting 5<sup>th</sup> April 2019**

The minutes were noted and approved.

Item 5 in the 7<sup>th</sup> meeting noted that the reference to ‘non-professorial’ staff in the constitution, with respect to election to the Board of Governors, has been changed to ‘teaching’ staff, in light of the recent broadening of the status of professor within the Academy.

**17. AOB**

- a) The meeting noted that the Additional Superannuation Contribution (ASC) was introduced by the Government in January 2019 to replace the Pension Related deduction. The latter was a wide-reaching measure introduced during the FEMPI crisis while the ASC pertains only to public sector employees benefitting from a public sector pension. The Secretary advised that it should not apply to RIAM staff members and the deduction is being suspended from April 2019. The Board of Governors formally approved the decision to suspend the deduction of the ASC from staff salaries as from April 2019.

Signed .....

Date .....