Minutes of Finance & Capital Investment Committee meeting

Date:	Wednesday, 18 November 2025
Time:	2.30pm
Location:	Microsoft Teams
Chairperson:	Professor Patrick Prendergast
Members:	Professor Veronica Campbell Ms Carol Lynch Dr Frances Hardiman Dr Helen Murphy Ms Erin Ní Fhóghlú Ms Louise Walsh Ms Elaine Sheridan, VP Governance/University Secretary Mr Cormac O'Toole, VP Finance/Financial Controller
In attendance:	Mr David Denieffe, Chief Operations Officer
Apologies:	Ms Louise Grubb Mr Alan Quirke Mr Patrick McCormack
In attendance for Agenda Item 2.1	Ms Eleanor Rea, Finance Manager Ms Cristíona Innseadúin, Finance Manager Mr Brian Stenson, Finance Manager
In attendance for Agenda Item 2.2	Mr Keith Williams, Director of Capital Projects
In attendance for Agenda Item 2.10	Mr Mike Geoghegan, CEO Novus
Secretariat:	Mary Clare Coogan

Item Title	
1.	**<u>Chairpersons Welcome</u>:**
1.1	<u>Chairpersons opening</u>: NOTED The Chairperson welcomed members to the meeting, and welcomed Mr David Denieffe, Chief Operations Officer, who has been granted approval by the Governing Body to attend meetings of the Finance & Capital Investment Committee. The Chairperson extended a further welcome to Ms Erin Ní Fhóghlú, SETU Students' Union President to her first meeting of the committee. Confirming the meeting was quorate he commenced the business of the meeting.

1.2	Conflict of Interest Declaration: NOTED The Chairperson asked members if they had any conflicts to declare, particularly associated with items on the agenda. No member present declared a conflict for this meeting.
1.3	Approval of minutes: 30 September 2025: AGREED To approve the minutes of 30 September 2025 and publish on the website.
1.4	Matters arising (Action Log): NOTED The Chairperson advised that all items on the Action Log are currently in hand.
2A.	**Items for approval**:
2.1	SETU Financial Statements: 12-month period ended 31 August 2025 NOTED The Chairperson welcomed Finance Managers, Mr Brian Stenson, Ms Eleanor Rea and Ms Cristíona Innseadúin, who presented the Finance Statements for the period ended 31 August 2025. A slide-deck presentation was delivered, detailing the Financial Statement approval process, an overview of the Financial Statements, a comparison of 2024/25 Actuals vs 2023/24 Actuals, an analysis of State Grants, trends in Tuition income, and Pay and Non-Pay Expenditure. The committee were provided with a detailed overview of the key drivers and activities underpinning the increases in Income and Expenditure. It was noted that computer costs, bad debt expense and consultancy costs are significantly adverse year-on-year, due to the on-going impact of expenditure arising from the Cyber incident recovery. A discussion followed. The disclosure on foreign currency as noted in the Notes to the Financial Statements was raised with a query regarding the extent of the University's foreign currency transactions. The committee were advised that this issue has arisen due to SETU's joint collaboration with institutes in China, and that one of the challenges for the University will be the requirement to pay tax in Chinese currency. It was suggested that in light of the foreign currency risks faced by the University, the development of a policy would be beneficial to mitigate any future exposure. The committee were further advised that the University is engaging with its Chinese partners on this matter, and that in the drafting of future agreements and subsequent phases of collaboration, SETU has signaled its intention to deal exclusively in Euro. A query was raised regarding Capital Development Reserves (CDR), specifically asking what protocols are used when transferring from these reserves. The VP Finance advised that the University operates under an agreement reached with the HEA a number of years ago, which sets out the protocols and conditions for transfers from its Capital Development Reserves. All transfers are made in accordance with this HEA agreement. The Chairperson noted that it may be beneficial for the committee to review the CDR Transfer Agreement at a future meeting to provide assurance that all transfers are managed in line with the agreed protocol. This was acknowledged as a separate item for a future agenda. A number of further queries regarding various sections of the Financial Statements were raised. All queries were addressed and the responses provided clear clarifications to the satisfaction of the committee. AGREED To recommend SETU Financial Statements for the 12-month period ended 31 August 2024 to the Governing Body for approval at their next meeting. The Chairperson thanked Mr Stenson, Ms Rea and Ms Innseadúin for their attendance and they left the meeting.

2.2	<u>Proposed Land Dedication Agreement</u> NOTED The Chairperson welcomed Mr Keith Williams to the meeting. Mr Williams presented information in relation to the proposed Land Dedication Agreement between SETU and Carlow Co. Council, outlining the context, key terms and objectives, and implications for SETU. The committee were advised that SETU have been working with Carlow Co. Council since 2021 with regard to improving active travel links between the Kilkenny Road Campus, and both Carlow town centre and the Sports Campus. Carlow Co. Council have secured funding from the National Transport Authority to deliver the scheme, with Phase 1 works having commenced in January 2025. Phase 2 of the works is due to commence in January 2026 these works include a dedicated two-way cycle path, pedestrian path, improved street lighting, and an off carriageway bus stop from SETU to Carlow town centre. Carlow Co. Council has requested that SETU dedicate circa 0.1184 acres of land at the northwest corner of the campus to facilitate active travel infrastructure, as the existing carriageway is insufficient. Under the Land Dedication Agreement, the land would be used as a public road forever, with SETU receiving €6,000 compensation and retaining ownership. Carlow Co. Council may transfer the land in the future, subject to Ministerial consent under the TU Act 2018, and SETU will be fully indemnified against any liability arising from the infrastructure. It was noted that the draft Land Dedication Agreement has been reviewed by the University's legal advisors, and that independent valuation advice has been obtained, placing the market value of the land at between €5,000 and €6k. Clarification was sought on whether - given that the University is retaining ownership of the land, it is fully protected in terms of insurance and public liability. Mr Williams advised he had been expecting written confirmation from the Co. Council in advance of the meeting, and that the relevant letter is due to be issued to ensure that the University is indemnified against any liability arising from claims related to the new infrastructure. AGREED Subject to the receipt of written confirmation with regard to insurance as outlined above, to recommend to the Governing Body that they grant approval for SETU to enter into the Land Dedication Agreement with Carlow Co. Council to dedicate 0.1184 acres of land to support the development of Phase 2 of the SETU to Carlow Town active travel scheme. The Chairperson thanked Mr Williams for his presentation and input, and he left the meeting.
2.3	<u>Insurtech License Agreement</u> NOTED The VP Finance advised that under the terms of the current lease between SETU and Insurtech Network Centre DAC, the company requires the permission of SETU to sub-let any space. Insurtech Network Centre DAC is proposing to grant a license to Allclear Insurance Services Ltd. for 15 months, from 1 Jan 2026 to 30 April 2027. The license has been drafted by the University's legal advisors, the property rental has been based on a review by an external body of appropriate rent, and the operational costs have been calculated by the Estates Department. ***(Information redacted)*** The VP Finance noted that this was approved by the Board of Insurtech Network Centre DAC at their meeting on Monday 10 November 2025. AGREED To recommend to the Governing Body that they grant the approval for Insurtech Network Centre DAC to grant a license to Allclear Insurances Services Ltd. as outlined above.
2.4	<u>VLE/LMS Investment</u> The Chief Operations Officer provided a slide-deck presentation on the proposed investment over the next three to four years in the University's Virtual Learning Environment/Learning Management System (VLE/LMS). He noted that, as outlined in the University's Strategic Plan 2023-2028 Connecting for Impact, one of the actions was the adoption of a single Virtual Learning Environment for SETU to ensure a consistent

staff and student experience across the organization and to improve productivity and accessibility. The presentation outlined the different stages of the process to-date, noting that the University has completed four of six planned stages.

The presentation further outlined the following key elements:

- Procurement pathway
- Annual current costs
- Total cost of ownership of the new platform
- Consultation and consideration process
- Next steps in the project rollout

The committee were advised that the proposal is for the purchase of the new SETU VLE/LMS, a Moodle-powered system provided by Enovation at a total cost of ***(Information redacted)*** over the next five years. The proposal includes a five-year contract with the option to extend for a further two years. It was noted that based on current costs, the move to a single VLE represents an additional cost of ***(Information redacted)*** per annum compared to current dual platforms, once operational.

A discussion took place during which it was noted that this represents a very welcome development and a positive step forward for the University. It was highlighted that the proposal constitutes a significant upgrade to the current teaching facilities, will facilitate the sharing of resources across the University, and that by moving to a single platform, it is anticipated that common modules and programmes will be increasingly supported through the development of the VLE/LMS.

AGREED To approve the purchase of the new SETU VLE/LMS platform as outlined above.

2.5 Teagasc Financial Agreement

The VP Finance provided context to this item, noting that Teagasc had initiated discussions with SETU some time ago after reviewing the existing financial arrangements with regard to the use of their facilities to support the delivery of a number of SETU's programmes. Teagasc had formed a view that they were subsidising university partners to a greater extent than intended. Teagasc commenced engagement with the University to review and update the current arrangement.

The committee were briefed on the negotiations, and it was outlined that the University's annual payment to Teagasc will increase from approximately ***(Information redacted)*** to ***(Information redacted)*** per year. It was noted that the service provided is an essential component of programme delivery for SETU ***(Information redacted)***. The revised financial arrangement will be implemented from January 2026.

AGREED To approve the updated SETU Teagasc Agreement.

2.6 Memo on PhD Postgraduate Stipends

The VP Finance reported that he had been asked to examine the implications of raising all existing PhD postgraduate stipends. He noted that the University had already increased stipends for new incoming students to €22,500 in order to remain competitive. It had been highlighted at previous meetings that this created an issue of inequity between new and existing PhD postgraduate students, and the VP Finance was therefore requested to review the matter.

The committee was advised of the cost implications for the University of uplifting all existing PhD postgraduate stipends to €22,500. Following discussions with the VP of Research, Innovation and Impact and the President, and taking into account the current cost-of-living pressures and the inequity that would otherwise persist, it was agreed that the University will increase all PhD postgraduate stipends to €22,500 from 1 January 2026. This adjustment will be made without establishing any precedent for future stipend decisions.

AGREED To approve the increase to €22,500 for all PhD postgraduate stipends from 1st January 2026.

2.7 NUIST

The VP Finance informed the committee that SETU has engaged Ernst & Young (Beijing Office) to act as the University's authorized agent in all dealings with the Chinese tax authorities. As the Joint Institute is deemed to be a permanent establishment in China, it is liable to corporation tax, and SETU employees teaching there are liable to income tax under Chinese tax regulations. Ernst & Young has been engaging with the Chinese tax authorities on the University's behalf, and has secured the lowest applicable corporation tax rate as well as VAT exemption. In order for SETU to receive payments from NUIST, the University is required to complete tax registration documentation with the Chinese authorities, as outlined in the document that was provided to the committee for this agenda item (item 2.7.1).

The University therefore seeks approval from the Finance & Capital Investment Committee to nominate the President to act as the legal representative for SETU for the purposes of this registration. This nomination is proposed on the basis that it aligns with the expectations of the Chinese authorities and reflects the fact that the President has signed the Institutional Agreement between SETU and NUIST.

A discussion took place regarding value for money and the importance of a cost-benefit analysis in relation to the SETU-NUIST partnership. Committee members expressed the view that it would be beneficial to review the original proposal alongside its progression, including the impact of corporation tax in China, progress in student numbers, and the overall outcomes of the programme. It was suggested that a comprehensive review, covering both academic and financial aspects be brought back to the committee at an appropriate time to assess the profitability and effectiveness of the partnership. The President stated that she was fully supportive of conducting a review. She noted that SETU currently has two Joint Institutes in China, and proposed that a review be undertaken of both institutes simultaneously, so that the assessment is comprehensive and complete.

AGREED To approve the nomination of the President as the legal representative for SETU for the purpose of completing the required tax registration.

ACTION Include a review of SETU's Joint Institutes in China, as discussed, on the agenda for a future meeting of the Finance & Capital Investment Committee. The VP Finance to take this action on board.

2.8 Lease renewal Granary Road

The Chief Operations Officer presented this item. He advised that the Granary Campus in Waterford's Cultural Quarter has been used for Architecture, Architectural Technology and CIM programmes, and has been licensed to SETU since 2009. In 2024, the licence was renewed for four years form 1 July 2024 to 30 June 2028 with the option for annual extensions, aligning with the completion of the Cork Road PPP building, after which some programmes may transfer there. SETU manages and maintains the building with support from the local authority, and the nominal licence fee is ***(Information redacted)*** per annum.

AGREED To approve the renewal of the licence agreement between SETU and Waterford City and County Council up to June 2028.

2B. **Items for noting/information:**

2.9 Budget 2026 overview

NOTED The Budget overview provided by the VP Finance was received and noted.

2.10 Novus Implementation Plan

NOTED The Chief Operations Officer introduced this item. He stated that following the review conducted by external consultant Adrian Neilan, a report was issued to the Board of Novus in September 2025. Over the course of the past two months, the CEO Mr Mike Geoghegan has been drafting an implementation plan based on the recommendations set out in the report which fall under four main categories:

- Structural
- Strategic
- Financial
- Commercial

Although some work remains, progress has been made in addressing each area. Significant efforts over the past few months have been directed towards restoring Novus' position of stability, and this is reflected in the draft Financial Statements. The focus of Novus is on addressing the recommendations in full, and the Chief Operations Officer noted that this would be further addressed in Mr Geoghegan's presentation.

The Chairperson welcomed Mr Geoghegan to the meeting, who delivered a presentation to the committee outlining the actions, outcomes and timelines associated with the above recommendations. After some minor clarifications on some aspects of the presentation were sought and addressed, the Chairperson thanked Mr Geoghegan for his presentation and he left the meeting.

The committee welcomed the work being done to implement the plan but a suggestion was made to review progress again in six months, with particular attention to the commercial and financial elements. While progress had been made on cost reduction, members felt that income generation plans were less developed and required further consideration. It was suggested that the next update should address income generation within the context of Novus's emerging Strategic Plan. The Chief Operations Officer, who is also Chairperson of the Board of Novus indicated that the Board would be happy to provide this. It was noted that six months was a long interval, so it was proposed that an interim update would be provided on these matters.

ACTION The Chairperson of the Board of Novus to provide an interim update to the Finance & Capital Investment Committee in three months-time, and provide a full review in six months-time.

2.11 Briefing on Subsidiaries

NOTED The VP Finance presented an update to the committee on all SETU subsidiaries. Committee members expressed uncertainty about what they should be evaluating when reviewing the University's subsidiaries and asked for clarity on what defines a 'good' or 'less effective' subsidiary. Members noted the need for a broader strategic framework to understand performance from both financial and capital perspectives, including clear criteria and phases of development that subsidiaries should meet. A suggestion was made for the Commercialisation Committee to undertake this piece of work on behalf of the Finance & Capital Investment Committee, as they may be best placed to evaluate whether subsidiaries are meeting agreed metrics and targets.

ACTION The Chairperson will discuss with the President and VP Finance where responsibility for this further analysis should sit - either with the Commercialisation Committee or the Finance & Capital Investment Committee, and advise the committee in due course.

2.12 Update on 5-year projections/scenarios

NOTED Following a presentation by the VP Finance at a previous committee meeting on a series of possible scenarios for the University's five-year financial forecast, the committee had agreed that quarterly updates would be provided. The VP Finance presented the first of these scheduled updates, offering an overview of the latest five-year projections/scenarios analysis. It was noted that at first glance, the projections did not appear to indicate a positive outcome, and any suggestions or advice from the committee would be welcomed.

The President noted that the projections would be considered by the Executive Management Team and further considered by the committee at a later date.

ACTION Consideration of revised projections/scenarios.

2.13	Annual Compliance Reports for SETU Designated Activity Companies NOTED The committee noted the information provided in relation to this item.
2.14	SU Finance Committee minutes NOTED The committee noted the information provided in relation to this item.
2.15	Updated Terms of Reference for Investment Committee NOTED This item was received and noted.
3.	**AOB** The VP Finance informed the committee that the Director of Capital Projects had requested that the Finance & Capital Investment Committee consider convening a meeting in December, if possible, with a single item agenda to approve tenders for the transitional works associated with the Veterinary and Pharmacy programmes. The aim would be to enable the award of the contract before the Christmas break. The Chairperson noted that he would not propose holding a special meeting at this stage, but if required, the matter could be revisited. There being no other business, the Chairperson thanked everyone for their attendance and closed the meeting at 5pm.

Approved: ______________________   Date: 5th February 2026