**Minutes of the 32nd Governing Body meeting**

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| **Date:** | Tuesday, 8th April 2025 |
| **Time:** | 3.00pm – 6.15pm, Tourism & Leisure Building Boardroom, Waterford Campus |
| **Chairperson:** | Professor Patrick Prendergast |
| **Attendees:** | Professor Veronica Campbell<br>Mr Jim Bergin<br>Mr Kevin Lewis (via MS Teams)<br>Ms Louise Walsh<br>Ms Louise Grubb (via MS Teams)<br>Dr David Dempsey<br>Mr Mark Dunne (via MS Teams)<br>Mr Richard Lacey<br>Ms Trish Finegan<br>Dr Greg Doyle<br>Dr Zeta Dooly<br>Mr Derek Sheridan |
| **Apologies:** | Ms Eileen Curtis<br>Ms Ruth Beadle<br>Ms Pauline Oakes<br>Professor Marie-Christine Ho Ba Tho |

**In attendance under the Code of Governance:**
Ms Elaine Sheridan, VP Governance /University Secretary

**In attendance for Agenda Item 4**
Mr David Denieffe, VP Student Experience
Mr Tony Miller, Director of ICT & Digital Information

**In attendance for Agenda Item 5**
Dr Richard Hayes, VP for Strategy

**In attendance for Agenda Item 6.1**
Dr Helen Murphy, Head of Faculty Education & Lifelong Learning

**In attendance for Agenda Item 6.3**
Professor Peter McLoughlin, Head of Faculty Science & Computing
Mr Cormac O'Toole, VP Finance/Financial Controller

**In attendance for Agenda Item 7**
Mr Cormac O'Toole, VP Finance/Financial Controller
Ms Eleanor Rea, Finance Manger (via MS Teams)
Ms Cristiona Innseaduin, Finance Manger (via MS Teams)
Mr Brian Stenson, Finance Manger (via MS Teams)

**Secretariat:** Ms Annette Byrne

| Item Title - Section A | |
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| **1.** | **<u>Chairperson's Opening</u>:** |
| *1.1* | <u>Welcome & approval of Agenda</u><br>NOTED The Chairperson welcomed all to the meeting and confirming the meeting was quorate and with approval of the agenda he commenced the normal business. Apologies submitted for this meeting were noted. |
| *1.2* | <u>Conflict of Interest</u><br>NOTED The Chairperson asked members if they had any conflicts of interest to declare associated with items on the meeting agenda. The President, Mr Lewis, Ms Grubb and Dr Dempsey highlighted a conflict regarding agenda item B1 and indicated that they would step out of the meeting during this item. Mr. Lewis also had a conflict in relation to agenda item 1.4.<br><br>No other members present declared a conflict for this meeting. |
| *1.3* | <u>Approval of minutes</u><br>AGREED To approve the minutes of 25th February 2025 and to publish on the website. |
| *1.4* | <u>Policy Committee Chairperson</u><br>NOTED Mr Lewis excused himself from the meeting at 3.10pm. The Chairperson informed the Governing Body that he is stepping down from the role of Chairperson of the Policy Committee. He and the President jointly proposed Mr Lewis as his replacement.<br><br>AGREED To appoint Mr Lewis as Chairperson of the Policy Committee. Mr Lewis rejoined the meeting at 3.12pm. |
| *1.5* | <u>Matters arising (Action Log)</u><br>NOTED The Chairperson indicated that matters, as noted on the Action Log, are in hand. There were no other matters arising. |
| **2.** | **<u>Report from President:</u>**<br><br>NOTED The President provided updates to the Governing Body as follows;<br><br>• Preliminary Business Case relating to infrastructure requirements for Veterinary and Pharmacy programmes near completion and for discussion later in the meeting;<br>• The University has been awarded the Athena Swan Bronze award;<br>• Cybersecurity incident for further discission later in the meeting;<br>• Update on progress and development in relation to all Capital Project matters;<br>• Engagement with external stakeholders;<br>• Selection panels in relation to Senior Vice President roles, for discussion later in the meeting;<br>• Other matters including staff recognition awards, external stakeholder engagements, sectoral matters, key funding awards and other notable achievements including international award for SETU Brand and national award for the new Website.<br><br>The Chairperson thanked the President for her report. |
| **3.** | **<u>Update Carlow College</u>**<br><br>NOTED The VP Governance /University Secretary provided an update to the Governing Body regarding recent meetings that have taken place between the University and Carlow College management. The Governing Body was informed that Carlow College have agreed to apply for the First Registration and |

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| | complete the Declaration of Identity. In continuing to progress matters, the VP Governance /University Secretary indicated that the next step is to commence other priority elements of due diligence, in particular finance and HR related matters, noting that the VP Finance is in the process of issuing a tender to progress this activity. The Chairperson thanked the VP Governance /University Secretary for the update and opened the floor to comments. Clarity was provided regarding several inaccuracies in an article published in the Carlow Nationalist newspaper pertaining to this matter. Following further robust discussion the Chairperson indicated that the Governing Body will be updated further in due course as matters progress. |
| **4.** | **<u>Update on Cyber Incident:</u>**<br><br>NOTED Mr Denieffe and Mr Miller were welcomed to the meeting. Mr Miller commenced by providing an update in relation to progress on recommendations as provided by external consultants, highlighting those complete, in progress and planned with indicative timelines. It was also noted that there are some changes in key priorities and risks to the recovery and that the Cyber Security team is now in place. The Governing Body expressed concerns in relation to having adequate resources and supports in place to enable a successful recovery and indicated their disappointment in relation to IR issues affecting the recovery process. The President informed all that there has been ongoing engagement and workshops to help alleviate this matter and hopeful for a satisfactory outcome.<br><br>The Chairperson thanked all for the discussion and update and acknowledged the ongoing work being carried out in this regard. Mr Denieffe and Mr Miller left the meeting at this point. Further discussion ensued and it was suggested that additional advices to the Governing Body might be required at this point and, whilst remaining cognisant that the role of the Governing Body is not an operational one, it was proposed that an independent third-party expert advisor to support the Governing Body on this matter might be beneficial.<br><br>ACTION The Chairperson to discuss further with Executive Management the proposition regarding an advisor suggested by the Governing Body. |
| ***5.*** | **<u>Update on Strategic Plan Implementation:</u>**<br><br>NOTED The VP Strategy, Dr Richard Hayes was welcomed to the meeting. He commenced by providing a summary overview of the status of actions outlined in the Strategic Plan, noting those complete, in progress and not yet started as well as actions delayed due to a number of factors. The VP Strategy provided further detail in relation to the tracking of key performance indicators and highlighted twelve top strategic actions that have been prioritised to ensure delivery of same. In continuing to progress with the implementation of the Strategic Plan, the VP Strategy indicated that a mid-term review will be completed by the end of the year. He then requested advice from the Governing Body and for their consideration of change requests pertaining to proposed changes in deadlines.<br><br>The Chairperson thanked the VP Strategy and opened the floor to comments and advice. Some concerns were expressed in relation to the top risk of recruitment challenges having impact on the delivery of actions and tasks. In addressing these concerns, the President indicated that the VP for People, Culture and EDI is working through a recruitment strategy that will assist this matter. The VP Governance /University Secretary also referred to a presentation by the VP for People, Culture and EDI to the Audit & Risk Committee at their most recent meeting in relation to recruitment challenges and the actions being taken to mitigate the risk. It was suggested that it would be beneficial to provide a copy of the presentation slides to the Governing Body.<br><br>The Chairperson thanked the VP Strategy and he left the meeting.<br><br>ACTION Circulation of slides presented to the ARC by the VP for People, Culture & EDI. |

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| *B1.* | **<u>Selection Committees for the Senior Vice President roles</u>**<br><br>NOTED The President, Mr Lewis, Dr Dempsey and Ms Grubb excused themselves from the meeting for this item. The Chairperson requested, from those present, approval to proceed with the appointment of Selection Panels for Senior Vice President roles as outlined in the memorandum provided.<br><br>AGREED To approve Selection Panels for Senor Vice President Roles as presented.<br><br>Mr Dunne left the meeting, and the meeting took a short break at this point. |
| **6.** | **<u>Strategic Matters:</u>** |
| *6.1* | <u>Lifelong Learning Strategic Plan</u><br>NOTED Dr Murphy was welcomed to the meeting. She presented details of the strategy for Lifelong Learning outlining key objectives such as portfolio innovation, targets for growth in enrolments and a focus on micro-credentials in order to increase the impact of lifelong learning in the region. Dr Murphy also provided details of income generated through lifelong learning programmes noting that in order to enable growth in this area a strategic investment is required. She also indicated that the financial plan associated with the strategy has been reviewed by the Finance & Capital Investment Committee and who have recommended approval of same. A detailed implementation plan was also provided outlining the various actions and tasks that will be carried out over the lifetime of the strategy. The Chairperson thanked Dr Murphy for her presentation. The Governing Body highly commended Dr Murphy on the strategy noting its importance for the development of the South East region.<br><br>AGREED To approve the Lifelong Learning Strategic Plan as presented. |
| *6.2* | <u>Capital Plan for Glassworks</u><br>NOTED The VP Governance /University Secretary provided an update in relation to the options for capital development on the Glassworks site. The proposals outline flexible options and a strategy for phased development. She indicated that there is an eagerness to share proposed graphics with possible business partners as well as highlighting the Glassworks brand to create interest in the ongoing developments. The Governing Body commended all involved in bringing the project thus far and looked forward to further consideration of the opportunities that lie ahead. |
| *6.3* | <u>Capital Projects - Preliminary Business Cases</u><br>NOTED Prof McLoughlin and the VP Finance were welcomed to the meeting. Prof McLoughlin commenced by providing an update in relation to the University's response to a HEA call to build capacity in Pharmacy and Veterinary Medicine. He then outlined key elements of the Preliminary Business Case (PBC) including a number of key objectives and proposed options. Ms. Sheridan confirmed that the options are explored in the multi criteria analysis and that the preliminary capital cost estimates have been validated by external professionals. It was highlighted that the PBC has also been reviewed by the Finance & Capital Investment Committee. The VP Finance advised that external consultants, Indecon, have assisted with the financial analysis and the CBA which were completed in line with the guidance and templates provided by the HEA. In outlining the next steps in the process, Prof McLoughlin requested approval to submit the PBC to the HEA noting that the University will continue stakeholder engagement, pursue programme development, finalise transition plans and continue the recruitment process for Pharmacy and Veterinary Medicine teams.<br><br>AGREED Approval to submit to the HEA the Preliminary Business Case. The Chairperson thanked Prof McLoughlin and the VP Finance for their updates. Prof McLoughlin left the meeting. |

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| **7.** | **<u>Financial Matters:</u>**<br><br><u>HEA Budget 2025</u><br>NOTED The VP Finance was joined online by Finance Managers Mr Stenson, Ms Rea and Ms Innseaduin to present details of the HEA budget for 2025. He firstly outlined the context of income, expenditure and assumptions on which the budget has been built noting the exceptional item included for the Pay Awards. Further details in relation to financial trends, income and expenditure forecasts by year, student income by year, pay costs and non-pay costs were provided and explained. Mr O'Toole also outlined key risks such as student retention, unfunded pay increases and costs pertaining to the Cyber Incident and associated recovery that may impact budget forecasts and predictions. In addressing these risks, he confirmed that mitigating actions have been established and are being progressed and monitored. These include increased projections for student enrolments including international recruitment and growth in Apprenticeship students. The VP Finance indicated that the Finance & Capital Investment Committee have reviewed and considered the HEA Budget for 2025 as presented and in doing so have recommended submission of same to the Governing Body for approval. The Chairperson thanked the VP Finance and opened to the floor for comments and advice. During discussion the importance of a set level of surplus assurance was noted. The Chairperson also expressed concern regarding the lack of allocated funding for national pay awards and the impact this may have on the overall financial result. The VP Finance indicated that in this case, the University may face a break-even or deficit position; however all appropriate actions will be in place to mitigate such scenarios.<br><br>AGREED To grant approval for the HEA Budget 2025 as presented and to submit same to the HEA.<br><br>Dr Dooly left the meeting at 6pm. |
| **8.**<br><br>*8.1*<br><br><br><br><br><br><br><br><br><br><br>*8.2* | **<u>Governance Matters:</u>**<br><br><u>Policy Approvals</u><br>NOTED The Chairperson outlined the review and recommendation for approval as set out by the Policy Committee in relation to the policies below;<br><br>• Capital Projects Management Policy;<br>• Child Protection Policy;<br>• Reasonable Accommodation for Student with Disabilities Policy;<br>• Student Athlete Support Policy;<br>• Risk Management Policy.<br><br>AGREED To approve the above policies and to upload to the website.<br><br><u>AGM dispensation for Subsidiaries/DAC's</u><br>NOTED The VP Governance /University Secretary outlined the requirement to provide written resolution to dispense with the requirement for SETU Subsidiary companies to hold an Annual General Meeting, noting that in this instance the request for this resolution pertains to three of the five SETU subsidiaries, namely Lean Industry 4.0 DAC, ThreeD DAC and Insurtech DAC and that the same request is forthcoming for National Design Innovation Hub DAC and SETU Campus Services CLG.<br><br>AGREED On the recommendation of the Finance & Capital Investment Committee, to approve the written resolutions to dispense with an AGM for each of the above SETU subsidiaries. |
| **9.** | **<u>Academic Council:</u>**<br><br>NOTED Academic Council Minutes 21st January 2025 and 4th March 2025. |

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| **10.** | **Minutes of GB Committees:** |
| *10.1* | NOTED Commercialisation Committee draft minutes 6th March 2025. |
| *10.2* | NOTED Finance & Capital Investment Committee draft minutes 2nd April 2025. |
| *10.3* | NOTED Policy Committee draft minutes 20th March 2025. |
| | **SECTION B:** |
| **B1.** | AGREED To approve the Selection Committees for the Senior Vice President roles as presented. |
| **B2.** | NOTED Submission to HEA re Review of Subsidiaries/DAC's. |
| **B3.** | NOTED Annual Quality Report (2023-2024). |
| **B4.** | NOTED Institutional Review Report 2025. It was noted that an update regarding this matter would be provided to the Governing Body in due course. |
| **11.** | **AOB:**<br><br>NOTED The Chairperson noted that he had received correspondence from a staff member relating to a student and he informed the Governing Body that the matter is in hand and being addressed by the President.<br><br>There being no other business to attend to the Chairperson thanked all and closed the meeting at 6.15pm. |

**Approved:** ______________________ **Date: 6th May 2025**

**Chairperson**