Minutes of the 37th Governing Body meeting

Date:	Tuesday, 25th November 2025
Time:	3.00pm – 6.30pm
	Boardroom, Tourism & Leisure Building, Cork Road, Waterford
Chairperson:	Professor Patrick Prendergast
Attendees:	Professor Veronica Campbell
	Ms Ruth Beadle
	Mr Jim Bergin
	Ms Lucy Kate Bosch
	Ms Eileen Curtis (via MS Teams)
	Dr David Dempsey
	Dr Zeta Dooly
	Dr Greg Doyle
	Ms Trish Finegan
	Ms Louise Grubb
	Professor Marie-Christine Ho Ba Tho (via MS Teams)
	Mr Richard Lacey
	Mr Kevin Lewis (via MS Teams)
	Ms Erin Ní Fhoghlú
	Ms Pauline Oakes
	Mr Derek Sheridan
	Ms Louise Walsh

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

In attendance as an observer:
Ms Eve Ryan, Institute of Public Administration (IPA)
Ms Laura Shannon, Institute of Public Administration (IPA)

In attendance for Agenda Item 3.1 & 3.2:
Dr Graham Love, Forvis Mazars

In attendance for Agenda Item 3.2:
Mr Keith Williams, Director of Capital Projects

In attendance for Agenda Item 4:
Professor Maria Hinfelaar, Chairperson, Wexford Vision Steering Group

In attendance for Agenda Item 5.1:
Professor Marie Claire Van Hout, VP Research, Innovation & Impact
Dr Luke Power, RII Projects Manager

In attendance for Agenda Item 5.2:
Dr Patricia Mulcahy, VP Global Partnerships

In attendance for Agenda Item 7:
Mr Cormac O'Toole, VP Finance/Financial Controller

Secretariat: Ms Annette Byrne

Item Title - Section A	
1.	**<u>Chairperson's Opening</u>:**
1.1	Prior to commencing the Governing Body meeting, the Chairperson convened a meeting of external members of the Governing Body at 3.00pm. University management, administrative staff, Governing Body staff and student members were not present during this time.
1.2	<u>Welcome & approval of Agenda</u> NOTED The Chairperson welcomed all to the meeting including Ms Eve Ryan and Ms Laura Shannon from the Institute of Public Administration (IPA) in attendance to observe the meeting as part of the external effectiveness review process. Confirming the meeting was quorate and with approval of the agenda he commenced the normal business. No apologies were submitted for this meeting.
1.3	<u>Conflict of Interest</u> NOTED The Chairperson asked members if they had any conflicts of interest to declare associated with items on the meeting agenda. No members present declared a conflict for this meeting.
1.4	<u>EDI Committee membership</u> AGREED To approve the appointment of the Vice President for People and Culture (Ms Shauna Whyte) to the EDI Committee.
1.5	<u>Approval of minutes 21st October 2025</u> AGREED It was agreed to approve the minutes of 21st October 2025 and to publish on the website.
1.6	<u>Matters arising (Action Log)</u> NOTED The Chairperson indicated that matters as noted on the Action Log are in hand or scheduled for future meetings.
1.7	<u>Correspondence</u> NOTED The Chairperson drew attention to the launch of SETU's Economic and Social Impact Report event on November 26th, noting the invitation is extended to the Governing Body and advised all that Dr Colm O'Reardon, Secretary General at the Department of Further and Higher Education, Research, Innovation and Science will also attend this event.
2.	**<u>Report from President:</u>** NOTED The President provided the Governing Body with following updates; • Updates in relation to major Capital projects including Glassworks; Wexford campus development including scheduled/ongoing meetings with the CEO of WWETB; progression of Pharmacy & Veterinary facilities; • Notice of upcoming visits from Minister Lawless to the Wexford site on December 5th and also to Glassworks on the same day; • HEA Targeted Enhancement Fund (TEF) funding allocation to SETU; • Progression of interview processes in relation to the recruitment of senior roles; • Internal and external engagement events and meetings highlighting the success of this year's Graduation Ceremonies and recent trip to China. The President took the opportunity to thank

Governing Body members for their participation as Chancellor /Pro-Chancellor during the graduation ceremonies;
- SETU events and success stories throughout October and November. The President extended congratulations to Dr Sheila Donegan who has been announced as a winner at the 2025 Business Post 'Women in STEM Awards'. She also informed the Governing Body that the University has been awarded an Athena Swan Ireland Bronze Institutional Award at the Athena Swan Ireland Awards Ceremony 2025 which was hosted by SETU on November 13th.

The Chairperson thanked the President for her report and opened the floor to comments and advice. The Governing Body extended their appreciation to all for the successful work and activities undertaken.

3. Update – Carlow College:

3.1 Draft/Interim Due Diligence Report - Carlow College/St Patrick's

NOTED Dr Love was welcomed to the meeting. In commencing the presentation, Dr Love advised the Governing Body that additional validation of statistical information and observations is required as the due diligence process is still in progress. In referring to the objectives as per the Request for Tender and associated areas of focus, he provided the following headline information;

- Timelines associated with each stage of the process;
- Summary of Carlow College's provisional financial position (subject to further validation);
- Governance, Legal and HR matters;
- Academic portfolio, Services & Supports, IT and Research activity.

The Chairperson thanked Dr Love for his presentation and opened the floor for discussion. The Governing Body sought further information regarding future benefits and risks for SETU pertaining to this matter. Noting the breadth of the work required to be done for this due diligence, the Governing Body looked forward to the final report as soon as possible.

3.2 Update on Feasibility Study

NOTED Mr Williams was welcomed to the meeting and Dr Love remained for the upcoming presentation and discussion. Mr Williams provided a presentation regarding the strategic analysis of existing building stock and site developmental potential pertaining to Carlow College, noting that the preliminary assessment has been based on a visual inspection by architects without input from specialist sub consultants. He then provided details of the assessment of each individual building and the building classification conducted as per alignment to the HEA Condition Rating Scale. Further discussion ensued regarding future potential refurbishment and development, and also options that may be afforded to SETU in terms of providing student accommodation on the site.

3.3 Next Steps re. Carlow College

NOTED The University Secretary indicated that SETU and Carlow College continue to engage in meetings on a regular basis, at least monthly, noting the continued progression of first registration which is being undertaken by Carlow College. The Governing Body was advised that a SETU staff member has been identified and will commence a detailed review of the portfolio in 2026 along with assisting in ensuring appropriate planning and governance processes are in place. It is expected that recommendations from the due diligence process, once complete, will inform a project plan and next steps. A discussion ensued regarding the significant capital and recurrent funding requirements and resource allocations. In concluding the discussion the Chairperson thanked all presenters for their updates. He then proposed that the due diligence process would continue and indicated that the Governing Body will be further advised in due course. The Chairperson thanked Dr Love and Mr Williams and they both left the meeting.

4.	**<u>Interim Report from Wexford Vision Steering Group</u>** NOTED Professor Maria Hinfelaar, Chairperson of the Wexford Vision Steering Group was welcomed to the meeting. She commenced by thanking the Governing Body for the opportunity to present and articulated her privilege to be involved in providing support to this particular activity. In presenting the work undertaken to date by the steering group, Professor Hinfelaar outlined the following; • Emerging vision – three core business areas and themes i.e. Education & Training, Research & Innovation and Community Engagement; • External factors in evolving momentum, such as support and encouragement from the HEA to work with WWETB as a delivery partner and the Indecon report on SETU's Economic and Social Impact which includes growth projections; • Internal factors in evolving momentum, such as cross campus collective responsibilities, an integrated academic portfolio, development of research activity; • Leadership commitment and involvement including investment for a new campus development. The Chairperson thanked Professor Hinfelaar and opened the floor for comment and feedback. A discussion ensued in relation to potential timelines in realising the vision for the delivery of infrastructure for a new Wexford campus noting the dependency for capital funding and a refresh of the business case previously submitted. Professor Hinfelaar indicated that the Steering Group continues to progress their body of work and an update will be provided to the Governing Body in early 2026 on foot of which, together with the WWETB, will be the building blocks of a refreshed submission to the HEA for a modern Wexford campus for SETU. The Chairperson thanked Professor Hinfelaar for her presentation and she left the meeting.
5. *5.1*	**<u>Strategic Discussion:</u>** <u>Update – Research Strategy</u> NOTED The VP Research, Innovation & Impact and Dr Power were welcomed to the meeting for the purpose of providing a progress update on the Research, Innovation and Impact Strategy. The VP Research, Innovation & Impact commenced by recapping on the strategic objectives and areas of priority and outlined the following; • Strong performance in terms of strengthening and diversifying research, innovation and knowledge transfer; increase in the number of research publications, funding applications including new sources of funding which provides a broader base for performance with larger grant award values, noting that SETU continues to have the highest drawdown of value of all Technological Universities under the Horizon Europe programme; • Enhancing research culture through the delivery of training events, staff surveys, researcher development opportunities and providing research support; • The introduction of postgraduate induction training and inclusion events in order to retain talent in the region and secure postdoctoral researchers; • Engagement in inclusive and impactful research including the progression of a self-assessment process; • Details of upcoming funding opportunities and the University's response to funding calls in ensuring that funding opportunities are appropriately aligned and matched to Research Centres; • Knowledge Transfer Performance (KTI) information and data for 2025 to be provided to the Governing Body once available in January 2026. The Chairperson thanked the VP Research, Innovation & Impact and Dr Power for their presentation and they both left the meeting. In opening the discussion to advice and comments from the Governing Body, the Chairperson indicated that it would be beneficial to receive comparative analysis, insights and further detail on how research active staff are defined, numbers of research-active staff and outputs, including publications. It was also suggested that the provision of basic training in research language would be helpful for Governing Body members understanding of the Research Strategy.

	ACTION To provide feedback as outlined above and consider the provision of appropriate training as suggested.
5.2	Annual Update – Global Strategy NOTED The VP Global Partnerships was welcomed to the meeting and provided a progress update in relation to Global Engagement and International Student Recruitment. She outlined the following; • Overview of nationalities of SETU student body in Ireland; • SETU now authorised to use the *TrustEd Ireland* Statutory Quality Mark which confirms compliance with the national Code of Practice for Provision of Programmes of Higher Education to International Learners; • Implementation of a new framework for 2024/25 intake in relation to fees, admissions, scholarships and agent commission; • New vetted panel of educational representatives in major regions across the world; • Transitional Education outcomes and progress in terms of student mobility; • Year-on-year international student recruitment numbers • Challenges in fulltime EU recruitment, however being strengthened through new marketing and recruitment campaigns. The Chairperson and Governing Body thanked the VP Global Partnerships for her very informative and comprehensive report and presentation and commended the team for their commitment and support. The Chairperson expressed gratitude to Dr Mulcahy for holding the Global Partnership portfolio and extended well wishes on behalf of the Governing Body to Dr Mulcahy for her imminent retirement from SETU.
6.	**Governance Matters:** Policy Approvals NOTED The Chairperson outlined the review and recommendation for approval as set out by the Policy Committee in relation to the policies below; • Master of Pharmacy Code of Conduct for Student Pharmacists; • Fitness to Practice Policy and Procedure (Department of Pharmacy); • Master of Pharmacy Open Disclosure Policy; • Gender Identity and Expression Policy. AGREED To approve all policies as presented and to upload these policies to the website.
7. 7.1	**Financial Matters:** Review of Internal Controls and Statement of Internal Controls NOTED The VP Governance outlined the body of work and reviews undertaken by the Audit & Risk Committee which has enabled them to form an opinion on the effectiveness of the system of internal control and provide the appropriate recommendation regarding assurances to the Governing Body. In addition, the VP Governance advised the Governing Body that the University's Internal Auditor has provided an independent opinion, substantiated by a review of internal audit findings and implementation of recommendations, and has concluded that that the opinion of Internal Audit is one of reasonable assurance in relation to the adequacy and effectiveness of governance, risk management and control. The Governing Body were also advised of matters discussed with the Audit & Risk Committee and it is expected that a decision regarding disclosure on these matters would be made following a discussion with the Office of the Comptroller & Auditor General. Dr Dempsey, Chairperson of the Audit & Risk Committee, confirmed to the Governing Body that based on the work carried out by the committee and assurances provided to them, it has been determined that the System of Internal Control is operating effectively with some exceptions.

	AGREED Based on the assurances provided to the Governing Body and the recommendation of the Audit & Risk Committee, it was agreed to approve the draft Statement of Internal Control as presented. <u>Draft Annual Financial Statements to year end 31 August 2025</u>
7.2	NOTED Mr O'Toole was welcomed to the meeting. He provided the Governing Body with a presentation outlining an overview of the Draft Annual Financial Statements and the process of review undertaken noting key drivers in funding allocations, core income and expenditure results in pay and non-pay categories, comparison to the previous year results, analysis of state grant allocations and trends in tuition fee categories. Mr O'Toole indicated that there is an expectation of a supplemental budget allocation in December which will likely require an amendment to the Draft Financial Statements in due course. In concluding, Mr O'Toole informed all that governance processes have been completed and a review of the financial statements has been undertaken by the Finance & Capital Investments Committee and Audit & Risk Committee the previous week and therefore have recommended approval of the Draft Annual Financial Statements to year end 31 August 2025. AGREED On the recommendations of the Finance & Capital Investments Committee and Audit & Risk Committee, to grant the approval of the Governing Body to sign and submit the Draft Annual Financial Statements to the Office of the Comptroller & Auditor General. The Chairperson thanked Mr O'Toole and he left the meeting.
8.	**<u>Academic Council:</u>** NOTED Academic Council minutes 14th October 2025.
9.	**<u>Minutes of GB Committees:</u>**
9.1	NOTED Audit & Risk Committee draft minutes of 20th November 2025.
9.2	NOTED Commercialisation Committee draft minutes of 29th October 2025.
9.3	NOTED Finance & Capital Investment Committee draft minutes of 18th November 2025. Attention was drawn to a proposed Land Dedication Agreement and confirming that a Letter of Indemnification has been provided it was therefore recommended for approval by the Governing Body. AGREED To grant approval for the University to enter into the Land Dedication agreement with Carlow County Council to dedicate 0.1184 acres of land to support the development of Phase 2 of the SETU to Carlow Town active travel scheme. NOTED The Chairperson also drew attention to revenue reserves retained by the University and indicated that a prioritised list (5 year plan) is to be drawn up by the President and Executive Management Team regarding allocation/investment of these funds. This activity was endorsed by the Governing Body.
9.4	NOTED Joint Quality Committee draft minutes of 23rd September 2025. Ms Oakes, JQC Chairperson highlighted the requirement to fulfil the Governing Body member vacancy that exists on this committee.
9.5	NOTED Nominations Committee draft minutes of 19th November 2025. The Chairperson outlined that the process to fill the Governing Body vacancy is in process and will revert to the Governing Body in due course.
9.6	NOTED Policy Committee draft minutes of 13th November 2025.
10.	**<u>AOB:</u>** NOTED There were no other matters that required attention.

	SECTION B:
B1.	NOTED Subsidiary / DAC Annual Compliance Reports 2024/2025.
B2.	NOTED Draft Minutes re. SETU DAC & Subsidiary companies.
B3.	AGREED To approve the Land Dedication Agreement as per Item 9.3 above.
B4.	NOTED Gender Profile Review – survey to be issued to the Governing Body and Governing Body Committees.
	There being no other matters to attend to the Chairperson thanked all and closed the meeting at 18.30pm.

Approved: ________________________ **Date:** **13th January 2026**