

Minutes of the 29th Governing Body meeting

Date: Tuesday, 26th November 2024
Time: 3.00pm – 6.30pm, Haughton Building Boardroom,
Carlow Campus

Chairperson: Professor Patrick Prendergast

Attendees: Professor Veronica Campbell
Mr Jim Bergin
Ms Ruth Beadle
Ms Eileen Curtis
Ms Louise Grubb
Dr David Dempsey
Mr Mark Dunne
Mr Richard Lacey
Mr Kevin Lewis
Mr Corey Shanahan
Professor Marie-Christine Ho Ba Tho
Mr Derek Sheridan
Ms Trish Finegan
Dr Greg Doyle
Dr Zeta Dooly
Ms Louise Walsh

Apologies: Ms Pauline Oakes

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

In attendance for Agenda Items 3
Mr David Denieffe, VP Student Experience

In attendance for Agenda Item 4 & 5.2
Dr Richard Hayes, VP Strategy

In attendance for Agenda Item 5.1
Prof Marie Claire Van Hout, VP Research, Industry and Innovation
Mr Anthony Caulfield, Research Finance Accountant

In attendance for Agenda Item 5.2
Dr Derek O'Byrne, VP Academic Teaching & Learning

In attendance for Agenda Item 5.3
Ms Shauna Whyte, VP People, Culture & EDI

In attendance for Agenda Item 5.1, 6.2 & B4

Mr Cormac O'Toole, VP Finance

In attendance for Agenda Item 8

Dr David Ryan, Assoc. VP Sustainability

Secretariat:

Ms Annette Byrne

Item Title	
Section A	
1.	<u>Chairperson's Opening:</u>
1.1	<u>Welcome & approval of Agenda</u> NOTED The Chairperson welcomed all to the meeting. Confirming the meeting was quorate and with approval of the agenda he commenced the normal business.
1.2	<u>Invitation of Elected staff members</u> NOTED The Chairperson informed the Governing Body that staff elections have been conducted and outlined the successful candidates as follows; Dr Doyle and Ms Walsh, elected in academic categories and Dr Dooly elected in the All Staff category. He then requested approval of same and to invite the candidates to join the meeting as members of the Governing Body. The three new members joined the meeting and provided brief self-introduction.
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>Approval of minutes: 22nd October 2024</u> AGREED To approve the minutes of 22nd October and to publish on the website.
1.5	<u>Matters arising (Action Log)</u> 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> NOTED The President provided updates to the Governing Body as follows; • Brief update regarding the recent Cyber Security Incident, noting a further detailed update is included on the meeting agenda; • Progress and update on strategic initiatives including the establishment of a steering group for Veterinary and Pharmacy programmes; Athena Swan application process and Research strategy and associated financials; • An update in relation to progress on Capital Project matters and developments; • Correspondence issued to an Taoiseach and the Minister regarding senior posts; • Internal communications and award initiatives; • External engagements and meetings with stakeholders; • Confirmation that the Technological Universities have received funding from the HEA to scope and implement a new and inclusive TU sectoral advocacy body. The Chairperson thanked the President for her report and opened the floor to comments and advice.

3.	<u>Update - Cyber Security Incident:</u> NOTED Mr Denieffe, the Vice President Student Experience, was welcomed to the meeting. He commenced by providing an outline of the recent Cyber Security Incident and the actions that the University has undertaken to address same. He highlighted that the response is real-time and ongoing with a focus on rebuilding networks as well as ensuring that there is minimal disruption to academic classes and Semester 1 exam sessions. Mr Denieffe also outlined the number of ICT Projects currently in progress, details of all engagements and communications with internal stakeholders and external parties, focal points in the operational and technical recovery, planning and rebuild process. An outline of the immediate lessons learned and steps being taken as a result of the incident was provided to the Governing Body. It was indicated that of a number of policies, procedures and guidelines relating to Cyber Security are required. Mr Denieffe also outlined the timelines associated with the necessary activities outlined. The Chairperson thanked Mr Denieffe for the update and opened the floor for comments or advice. In concluding, the Chairperson commended all on the actions and ongoing efforts being exercised to address the Cyber Security Incident and extended the appreciation of the Governing Body to all. The President noted that the University continues to work speedily in addressing this matter and acknowledged that the Governing Body would be kept apprised on an ongoing basis. The Chairperson thanked Mr Denieffe and he left the meeting. ACTION Update to be provided to the next Governing Body meeting by Mr Denieffe and the Director of IT & Digital Transformation.
4.	<u>Update on Strategic Plan Implementation:</u> NOTED Dr Hayes was welcomed to the meeting. He commenced by providing an overview of Strategic Plan actions, noting 17 completed, 60 in progress and 18 not yet started. Notwithstanding that progress is being made, Dr Hayes outlined a number of actions that were now classified as delayed and the contributing factors. He also provided the detail and the methodology used in ranking the top strategic actions, as requested previously by the Governing Body, noting 12 actions that require immediate attention. Dr Hayes confirmed that the HEA Performance Agreement has been signed and is aligned to the Strategic Plan. The Chairperson opened the floor to comments and advice. Concerns were expressed with regards to the possibility of not achieving what has been set out in the Strategic Plan. The President indicated that a re-calibration of some of the timelines is required and proposed that this would be part of a mid-term review of the strategy which will be provided to the Governing Body in due course. Following a discussion on the matter, in summarising, the Chairperson suggested that a deep dive into the re-distribution of actions should be done in order to maintain the scope and ambition of the Strategic Plan, and this was agreed. ACTION Dr Hayes to review and revise strategic timelines and actions as indicated so as the goals remain achievable. Dr Hayes left the meeting.
	NOTED Before proceeding to the next agenda item, Ms Sheridan informed the Governing Body that legal advice has been received in relation to a transaction which has been considered by the Finance & Capital Investment Committee at their recent meeting and is associated with the SETU DAC Insurtech. As the final advice was only furnished earlier in the day, a copy was tabled for each Governing Body member and it was indicated that the matter would be discussed later during the course of the meeting. Dr Doyle indicated a perceived conflict of interest in relation to this item and agreed to excuse himself from the meeting at the time of this discussion.
5.	<u>Strategic Discussion:</u>
5.1	<u>Research Strategy</u> NOTED Prof Van Hout, Mr O'Toole & Mr Caulfield joined the meeting. Prof Van Hout commenced by outlining three strategic objectives related to Research, Innovation and Impact, a series of targets and KPI's to be achieved during the course of the strategy and the extensive consultation process that has been undertaken in

the development of the Research Strategy. In outlining the thematic research areas, Prof Van Hout highlighted a number of priority areas that provide capacity to respond to research funding calls. A financial model detailing income and expenditure and noting co-funded elements was presented to the Governing Body. The TU RISE funding package was also provided.

The Governing Body queried the viability of the financial model and if it adequately supports the research model of the university. It was also suggested that there is a dependency on the recruitment of research active staff aligned to the thematic research areas presented and that it may be necessary to have a number of other metrics in order to attract researchers and associated funding. The Chairperson thanked Prof Van Hout, Mr O'Toole & Mr Caulfield and they left the meeting.

In summarising the matter, the Chairperson indicated that it would be beneficial if the Governing Body is provided with further detail in terms of additional metrics, how these can be put into operation, actionable measures and timelines on how the Research Strategy can be achieved. It was also suggested that the financial model needs to be strengthened further. It was therefore proposed that, before final approval of the strategy, Prof Van Hout would be invited back to present to the Governing Body addressing the suggestions outlined above.

ACTION To provide Governing Body feedback on the Research Strategy to Prof Van Hout and to request a further presentation at a future meeting.

The meeting took a short recess at this stage.

5.2 Student Recruitment

NOTED Dr O'Byrne and Dr Hayes were welcomed to the meeting for the purpose of providing an update on student numbers and recruitment. Dr O'Byrne provided the following detail;

- Value and percentages of student fee income for all cohorts for the academic year 2023/24;
- Summary of full-time and part-time student numbers;
- Trends and movement over a three-year period for full-time enrolments indicating the position of SETU in relation to national trends;
- Recruitment statistics and market share per region and county;
- Current Student Enrolments and indicative figures for the 2024/25 academic year noting a positive trajectory in overall numbers.

Dr O'Byrne continued by outlining actions taken to create a unified recruitment and marketing team for SETU and their priorities in addressing stronger recruitment campaigns, Career Guidance engagement and Postgraduate activity. He also indicated that an update on Retention statistics would be provided at a later stage. The Chairperson acknowledged that the work undertaken is beneficial as it is based on a data informed approach. He thanked Dr O'Byrne and Dr Hayes and they both then left the meeting.

5.3 Staff Recruitment Challenges

NOTED Ms Whyte joined the meeting to provide the Governing Body with an update on the ongoing work to address challenges in staff recruitment (Risk No 48). She outlined the following;

- Increase in funded posts and opportunities in turn leading to internal appointments and creating internal backfills;
- Progress in relation to the recruitment of HR team resources and integration;
- Measures to improve recruitment timelines.

Ms Whyte outlined a number of priorities that HR is concentrating on to enable continued improvement. These include; alternative methods of advertising, use of social media, promotional material showcasing SETU as an employer and employee benefits, workforce planning and workload allocation. Ms Whyte also provided

	an indication of associated timelines of actions to address recruitment challenges. The Chairperson thanked Ms Whyte for her update.
6.	<u>Financial Matters:</u>
6.1	<u>Review of Internal Controls</u> NOTED Ms Sheridan outlined details of the review undertaken by the Audit & Risk Committee including reviews of Risk Management, Internal Control Framework, Internal Audits and follow up reports which has enabled them to form an opinion on the effectiveness of the system of internal control. This particular process usually runs concurrently with Annual Financial Statements processes; however, it was noted that both processes are out of synchronization this year due to the impact of the Cyber Security Incident. She highlighted that it has been possible for the Audit & Risk Committee to fulfill their responsibilities in order to provide assurance to the Governing Body that the system of internal control is operating effectively with the exception of matters related to the Cyber Security Incident and Cash Handling which have been disclosed in the draft Statement of Internal Control. Dr Dempsey, Chairperson of the Audit & Risk Committee confirmed the approval of the Audit & Risk Committee of the draft Statement of Internal Control. AGREED It was therefore agreed to accept the recommendation of the Audit & Risk Committee and to approve the draft Statement of Internal Control as presented.
6.2	<u>Arrangements for submitting Annual Financial Statements (AFS) to the Office of the Comptroller and Auditor General (OCAG)</u> NOTED Mr O'Toole re-joined the meeting. He provided explanation to the Governing Body regarding delays caused by the recent Cyber Security Incident which has impacted the submission of Annual Financial Statements (AFS) for 2023/2024 to the OCAG. The delay has been notified to the OCAG and HEA. Work is ongoing to complete the AFS with a targeted completion date before the end of the year. Mr O'Toole indicated that he also expects to have final signoff from the OCAG of the Annual Financial Statements for 2022/2023 in the coming weeks and in order comply with Governing Body's responsibility for approving these it was suggested that a special online meeting would be convened on 19th December. The Chairperson thanked Mr O'Toole and he left the meeting.
7.	<u>Academic Council:</u>
	NOTED Academic Council Minutes for 15 th October 2024.
8.	<u>Sustainability Committee/ESG Committee:</u>
	NOTED Dr Ryan was welcomed to the meeting. As it was proposed at the previous meeting to proceed with the preparation of Terms of Reference, he presented same outlining the purpose and objectives, proposed membership and meeting schedules for a committee to be called the 'Sustainability and ESG Committee'. The Chairperson thanked Dr Ryan and it was agreed to approve the draft Terms of Reference; however noting that a committee would be activated in due course when the necessary executive functions were operational. Dr Ryan then left the meeting.
9.	<u>Minutes of GB Committees:</u>
9.1	NOTED Audit & Risk Committee draft minutes of 18 th November 2024.
9.2	NOTED Commercialisation Committee draft minutes of 6 th November 2024.
9.3	NOTED Finance & Capital Investment Committee draft minutes of 18th November 2024 noting that the committee has reviewed all matters in detail and have recommended approval to proceed as follows; Investment proposal for an SETU spin out company considered by the Commercialisation and Finance & Capital Investment committees;

	• Progression of a funding application for the Apprenticeship Expansion Programme; • Planning applications for PPP capital projects. AGREED Approval for all of the above was granted by the Governing Body
9.4	NOTED Nominations Committee draft minutes 9 th October and 22 nd November 2024.
10.	<u>AOB:</u> NOTED The President excused herself from the meeting at 17.41pm. The Chairperson noted that the President's probationary period was completed more than one year ago and that her request at that time was to undergo an annual review of performance for professional development purposes. He therefore proposed Ms Beadle, as a member of the Governing Body, to assist him in conducting this review. This was agreed by all. The President returned to the meeting at 17.43pm.
	<u>SECTION B:</u> B1. NOTED University Enterprise Quarter, Naming & Branding project and the recommendation from the process is to name the site "<i>Glassworks</i>". B2. NOTED All SETU Subsidiary and DAC companies Annual Compliance Reports. B3. AGREED To approve the revised Terms of Reference for the Audit & Risk Committee as presented. B4. AGREED Regarding the discussion on Insurtech as noted earlier in the meeting, Dr Doyle excused himself and Mr O'Toole re-joined the meeting for this item. Mr O'Toole referred to the legal advice circulated to the Governing Body noting that the Finance & Capital Investment Committee have discussed the matter and have recommended approval pending additional legal advice to the Governing Body, which has been tabled. It was therefore agreed to grant approval as follows; • Approval of loan agreement • Approval of lease agreement • Approval of deed of renunciation • Approval for use of the University Seal on all documents as required. Mr O'Toole also indicated that he is currently seeking external advice on VAT implications pertaining to the lease. B5. AGREED To approve PPP Planning Applications as outlined above. B6. NOTED Draft Minutes for SETU Subsidiary and DAC companies.
	There being no other business to attend to the Chairperson thanked all and closed the meeting at 6.30pm

Approved: _____



Date: **21st January 2025**