

Minutes of the 20th Governing Body meeting

Date: Tuesday, 24th October 2023
Time: 4pm – 6.50pm, Tourism & Leisure Building Boardroom, Waterford campus

Chair: Professor Patrick Prendergast, Chairperson

Attendees: Professor Veronica Campbell
Mr Kevin Lewis
Dr David Dempsey
Mr Claus Derenda
Mr Richard Lacey
Dr Kathleen Moore Walsh
Mr Ray Ryan
Mr Mark Dunne
Ms Cynthia Ní Mhurchú
Ms Sarah Clarke
Ms Eileen Curtis (from Item 1.7 onwards)
Professor Marie-Christine Ho Ba Tho (via MS Teams)
Ms Ruth Beadle (via MS Teams)

Apologies: Mr Jim Bergin
Ms Louise Grubb
Ms Pauline Oakes
Mr Cormac O'Toole

In attendance under the Code of Governance:
Ms Elaine Sheridan, Vice President for Corporate Affairs and Finance

In attendance for Agenda Item 4
Dr Richard Hayes, Vice President Strategy

In attendance for Agenda Item 5
Dr Allison Kenneally, Vice President Equality, Diversity & Inclusion

In attendance for Agenda Items 6 & 7
Dr Derek O'Byrne, Vice President Academic Affairs & Registrar
Dr Chris O'Riordan, Academic Quality Integration Lead

Secretariat: Ms Annette Byrne

Item Title

1. **Chairperson's Opening:**
 - 1.1 **Welcome & approval of Agenda**

The Chairperson welcomed all and confirmed the meeting was quorate. He confirmed approval of the agenda and commenced the normal business.
 - 1.2 **Conflict of Interest**

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.
 - 1.3 **Approval of minutes: 4th October 2023**

AGREED To approve the minutes of 4th October 2023 and to publish on the website.
 - 1.4 **Terms of Reference – Audit & Risk Committee (ARC)**

NOTED Ms Sheridan informed the Governing Body of a minor amendment to the terms of reference as presented. Mr Ryan requested clarity regarding limiting ARC membership to external members of the Governing Body and independent external members. A brief discussion ensued and it was agreed that opinion would be sought regarding the legality of this. He also queried Section 4 “The Internal Auditor will be the Secretary to the Audit and Risk Committee” as an Internal Auditor has yet to be appointed and it was agreed to amend this to include a provision for another person to be Secretary in the absence of an Internal Auditor.

ACTION Seek a legal opinion regarding membership of the Audit & Risk committee.

ACTION Amend section regarding Secretary to the ARC (as above).
 - 1.5 **Recommendations from Nominations Committee**

NOTED Ms Sheridan recapped on the process carried out by the Nominations committee regarding the re-appointment of Governing Body members as noted in draft Nominations committee minutes of 13th October 2023. Prof. Prendergast, Mr Lewis and Ms Beadle absented themselves from the meeting at 4.15pm and Dr Dempsey resumed the role as Chair for this particular item.

AGREED To accept and approve the recommendations of the Nominations committee as noted in minutes of 13th October 2023.

AGREED To approve letter to the Minister for Further & Higher Education, Research, Innovation and Science confirming approval of the above re-appointments and to submit same to the Minister's office.

Prof. Prendergast, Mr Lewis and Ms Beadle re-joined the meeting at 4.17pm.
 - 1.6 **Approval of External GB member**

NOTED The recommendation by the Nominations Committee regarding the appointment of Ms Eileen Curtis as a new external member of the Governing Body was accepted by all. The Chairperson welcomed Ms Curtis to the meeting, who provided a brief introduction and thanked all for the invitation to join the Governing Body.
 - 1.7 **Appointment to Board of DCS (Novus)**

NOTED Ms Sheridan outlined recommendations for the appointment of Directors to the board of SETU Campus Services CLG t/a Novus as follows;

 - Mr Mark Dunne, Student member;
 - Ms Phil Walsh, External member.

AGREED To approve nominees as presented.

1.8	<u>Matters arising (Action Log)</u> NOTED The Chairperson provided further updates regarding the Action Log highlighting items that are in progress or have been completed, therefore closed out and a number of matters currently in progress. There were no other matters arising.
2.	<u>President's report to the Governing Body:</u> NOTED The President provided updates to the Governing Body as follows; Strategic & Capital matters: • SETU hosted the National launch of HEA Systems Performance Framework; • Waterford campus development / University Enterprise Quarter (UEQ) paperwork submitted; • Wexford campus development, internal strategy group established and process for the development of masterplan commenced by local authority; • Sectoral funding bids (TSAF and TU RISE) submitted; Staffing: • Executive Structures approved and communication with DFHERIS in relation to new posts has commenced; • Advancement & Alumni Office – job specification for Director of Advancement has been developed in order to move through recruitment process; • Recruitment of a VP Research, Innovation & Impact initiated with assistance from external recruitment firm; Governance/Chairing: • Terms of Reference for new Quality Committee for consideration by Governing Body; • CINNETE Institutional Review and associated Steering Group commenced; Internal Community: • A number of staff events including Research Excellence Awards; Townhall sessions on all SETU campuses; Management Development Programme and new staff induction have taken place. Regional & Global Community: • External stakeholder engagement and meetings with Government departments and officials, HEA IBEC and Industry; • International engagement including the signing of an MOU with Georgia Southern University, a visit from Accra Business School and travel of a SETU delegation to China to visit a number of Universities including Jilin Normal University, Henan University of Animal Husbandry & Economy and Nanjing University of Information Sciences and Technology. Other: • Interaction with Engineers Ireland re. Engineering programmes - awaiting further outcome; • NUIST – academic quality assurance and financial reviews complete and approved. Legal advice received; no issues foreseen. The Chairperson thanked the President for her report and opened the floor to comments and advice. Mr Lacey sought clarification regarding the management of risk in relation to the merger of the ICT systems. The President indicated that this matter is ongoing and being led by VP for Academic Affairs. Allocations under TSAF funding have been included to support this process and also a change management professional is now in place to assist in all aspects of merger and change across the university. It was suggested that a briefing regarding the merger of the ICT systems would be provided to the Governing Body at a future meeting. Dr Moore Walsh enquired as to the retrospective timeline regarding Engineering programmes and the President indicated that she would seek further clarity regarding same.

3.	<u>President's Workplan (2023 - 2024)</u> NOTED The President presented her Work Plan for the 2023/24 academic year outlining areas of priority as identified in the Strategic Plan. She outlined the key activities and expected outputs under the following areas; Strategic, Capital projects, Funding, Staffing; Governance/Chairing, Internal Community and Regional & Global Community, noting indicative timelines for Governing Body updates and approvals as required. The Chairperson thanked the President for her presentation and opened the floor to comments or advice. The Chairperson enquired as to whether there is something specific that the University can progress in terms of securing a solution that will address student accommodation challenges. The President suggested that it is reasonable to move forward with developing a comprehensive business case to scope out funding gaps and enable progression for a borrowing framework. She also informed the Governing Body that DFHERIS has initiated a process to assess sectoral demands in this area. The support of the Governing Body in terms of advocating for government funding through their own networks was welcomed. Mr Lacey outlined concerns relating to aging office accommodation. Ms Sheridan referred to the Pathfinder funding grant that has enabled a recent retrofit project at the Business school in Waterford, informing all that a similar grant has been applied for and if successful would address the issue highlighted by Mr Lacey. The Chairperson acknowledged the vast amount of work included in the President's workplan.
4.	<u>SETU enrolment data & national trends</u> NOTED Dr Hayes was welcomed to the meeting for the purpose of a presentation and discussion regarding profile and trends relating to SETU student enrolments. He commenced by outlining that whilst higher education enrolments are rising, the TU sector is experiencing a decrease in the overall share of the market and not growing at the same rate as the traditional universities. Dr Hayes provided further analysis of SETU Enrolment Profile for 2022/2023 and undergraduate non-progression rates. He also outlined details of 2023/24 application data and while this will not be confirmed until after 31st October there is an indication of potentially stronger registrations than previously predicted. The university is also in the process of establishing a new data and analytics unit that will support the provision of validated data, impact analysis, data queries and reports. A discussion on the matter of enrolments ensued and the Governing Body offered additional feedback and advice, noting that the trends for SETU are worrying and urgent action needs to be taken by the executive. The Chairperson thanked Dr Hayes for his presentation and, taking on board the comments from the Governing Body, proposed that an action plan is developed to address the challenges outlined and resubmitted at a future meeting for further discussion. ACTION Develop a suitable Action Plan to address Student enrolments/registrations and retention.
	The meeting took a short recess at this stage.
5.	<u>Policy Matter:</u> NOTED Dr Kenneally joined the meeting. The Chairperson opened the discussion by referring to recent media coverage pertaining to the launch of the Gender & Identity Expression policy. Ms Beadle as Chairperson of the Equality, Diversity & Inclusion committee informed the Governing Body that this policy has been positively received; however an issue has been raised with regards to the wording of a clause contained within the policy. Ms Beadle indicated that there has been a lot of consultation and feedback regarding this policy prior to its approval by the Governing Body and the issue now highlighted has never been brought up at any point throughout these phases. Dr Kenneally indicated that the policy had been positively received at the launch event, and afterwards. However there seems to be uncertainty around interpretation of this clause and it was therefore recommended that during the regular review period i.e. one year, it would be prudent to seek legal advice with a view to clarifying the clause if required. The Governing Body re-affirmed its support for maintaining the thrust of the policy and wished to underline its support for the communities in the university that rely on the policy.

	On an associated issue in the public domain, the President confirmed that no person in the university should be afraid of speaking out on matters of university policy. ACTION To seek legal advice as suggested. The Chairperson thanked all for their input to the discussion. Ms Keneally left the meeting at this stage.
6.	<u>Academic Affairs:</u> 6.1 <u>Academic Council Elections Regulations</u> NOTED Dr O’Byrne and Dr O’Riordan were welcomed to the meeting. Dr O’Riordan provided a summary of the draft regulations pertaining to the election of staff members to the Academic Council outlining details of election timelines and process, electoral categories and skill characteristics. In doing so, he then requested Governing Body approval for these regulations. AGREED Approval of Academic Council Election regulations as presented proposed by Ms Ní Mhurchú and seconded by Mr Lewis. 6.2 <u>Graduation ceremonies</u> NOTED Dr O’Byrne outlined details and dates for the upcoming Graduation ceremonies including the awarding of honorary doctorates and extended an invitation to all members of Governing Body to attend the ceremonies. 6.3 <u>Approval of Pro-Chancellor for upcoming Graduation ceremonies</u> AGREED To appoint Mr Kevin Lewis and Dr David Dempsey as Pro-Chancellors to make awards at the upcoming graduation ceremonies in October/November 2023. NOTED Mr Ryan informed the Governing Body that there has been disquiet amongst programme leaders in relation to their role and involvement in graduations ceremonies.
7.	<u>Joint Quality Committee (JQC) - Terms of Reference:</u> NOTED The President commenced by informing the Governing Body that a vast amount of work has been carried out regarding the above indicating a desire to establish and activate this committee as soon as possible. Dr O’Riordan referred to documents distributed to the Governing Body which details the terms of reference and membership of the committee. Mr Ryan expressed concern in relation to a recommendation that an external member of the Governing Body be appointed as Chair of the committee, and he proposed that internal of the Governing Body could also be appointed chair of the committee. In defending this particular issue, it was suggested that external members provide an increased degree of independence and are less likely to have conflicts-of-interest, and also there would be internal members on the JQC drawn from both the Academic Council and the Governing Body; noting these points the Governing Body accepted the Terms of Reference and membership as presented. AGREED Approval of draft terms of reference as presented and also to accept proposed membership of the committee noting changing structures will require changes to the committee. The Chairperson thanked Dr O’Byrne and Dr O’Riordan and they left the meeting.

8.	<u>Corporate Administration:</u> 8.1 <u>Code of Conduct for Governing Body members</u> AGREED To approve the above noting minor text and format changes and to publish on the website. 8.2 <u>Audit & Risk Committee Annual Report</u> NOTED Mr Lewis in the absence of Mr Bergin presented the Annual Report of the ARC to the Governing Body which included details in relation to the activities and priorities of Committee. He indicated that the members are very informed and engaged in carrying out their roles and responsibilities. 8.3 <u>Annual Reports (SETU Subsidiaries)</u> NOTED Mr Lewis made reference to the annual reports for all SETU subsidiaries as provided highlighting a concern called out regarding financial sustainability for ThreeD DAC, noting that this is being closely monitored by the appointed board. He also noted a query from the Charities Regulator regarding Diverse Campus Services CLG t/a Novus, however this particular matter has been examined and a response has been provided to the Charities Regulator. NOTED The Governing Body extended their gratitude to the Audit & Risk Committee for the work carried out on their behalf. 8.4 <u>Implication of Budget '24 on higher education</u> NOTED Ms Sheridan provided headline details the impact on Higher Education as indicated in recent Budget announcements noting that further details will be available in the coming weeks. It is expected that allocations will be made in relation to "Funding the Future" and to support a number of areas including; increased staffing levels; enhanced student supports; alignment with priority skills needs craft apprenticeships; restoration of SUSI grants to eligible Post Graduate students; increase in SUSI maintenance grants; reduction in student contribution charge and to address fees for disadvantaged students.
9.	<u>Academic Council:</u> NOTED Academic Council minutes of 13th June, 22nd August and 13th September.
10.	<u>Minutes of GB Committees:</u> NOTED Nominations committee minutes of 13th October 2023. NOTED Audit & Risk committee minutes of 3rd October 2023.
11.	<u>AOB:</u> NOTED Mr Dunne brought the following matters to the attention of the Governing Body as the Students' Union continues to address issues and concerns being raised across all SETU campuses; • Lack of car parking and clamping charges; • Payment of fees by installment – unavailability of this provision is contributing to drop out rates; • Anti-social behavior and noise levels at Carlow campus library; • Cost of Food & Beverage items; • Student complaints and dissatisfaction – frustration being taken out on SU staff; The President informed the Governing Body that these matters have also been brought to her attention and she is in the process of investigating and addressing all issues with the support of the university's executive. She indicated that she would continue to follow up and enable appropriate solutions.

NOTED Next meeting scheduled for Tuesday 5th December noting a change of location from Calow campus to the Waterford campus.

There being no other business to attend to the Chairperson thanked all and closed the meeting at 6.50pm.

Signed: _____

A handwritten signature in black ink, appearing to read 'M. Hendry', is written over a light blue rectangular background.

Date: 5 December 2023