

Minutes of the 31st Governing Body meeting

Date: Tuesday, 25th February 2025

Time: 3.45pm – 6.30pm, Haughton Building Boardroom,
Carlow Campus

Chairperson: Professor Patrick Prendergast

Attendees: Professor Veronica Campbell
Mr Jim Bergin
Ms Eileen Curtis (via MS Teams)
Mr Kevin Lewis
Ms Louise Walsh
Dr David Dempsey
Mr Mark Dunne (via MS Teams)
Mr Richard Lacey
Ms Pauline Oakes
Professor Marie-Christine Ho Ba Tho (via MS Teams)
Ms Trish Finegan
Dr Greg Doyle
Dr Zeta Dooly

Apologies: Ms Ruth Beadle
Ms Louise Grubb
Mr Derek Sheridan

In attendance under the Code of Governance:

Ms Elaine Sheridan, VP Governance /University Secretary

In attendance for Agenda Item 3

Mr David Denieffe, VP Student Experience
Mr Tony Miller, Director of ICT

In attendance for Agenda Item 4

Ms Lorraine Power, Partner Holmes Law
Mr Cormac O'Toole, VP Finance/Financial Controller

In attendance for Agenda Item 5

Professor Marie-Claire van Hout, VP Research, Innovation & Impact
Mr Cormac O'Toole, VP Finance/Financial Controller
Mr Anthony Caulfield, Research Finance Accountant

In attendance for Agenda Item 6

Mr Cormac O'Toole, VP Finance/Financial Controller

In attendance for Agenda Item 8

Mr David Denieffe, VP Student Experience

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 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> 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 <u>Approval of minutes</u> AGREED To approve the minutes of 21st January 2025 and to publish on the website. 1.4 <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; • Progress and update on strategic initiatives including the development of a preliminary business case in relation to the capital requirement of the Veterinary Medicine and Pharmacy programmes; • Progress and developments in relation to all Capital Project matters; • Initiation of philanthropic conversations with key executives and stakeholders; • Recruitment process for Senior Vice President roles has commenced with timelines that should result in approval for individual appointments in time for the new academic year; • Other matters including staff recognition awards, external stakeholder engagements, progress regarding a TU Advocacy group and the submission of EOIs regarding research programmes; The President also acknowledged the tragic passing of two SETU Masters students, recognised and remembered at a memorial service on the Carlow campus earlier in the day. She also paid tribute to an SETU colleague, Ms Olive O'Connor, who sadly passed away on Christmas Day informing all that a memorial service to honour and acknowledge Olive would take place on April 3rd. The Chairperson thanked the President for her report.
3.	<u>Strategic Discussion:</u> <u>Research, Innovation and Impact Strategy</u> NOTED Professor van Hout, Mr Caulfield and Mr O'Toole were welcomed to the meeting. Professor van Hout recapped on the strategic objectives for research as outlined in the Strategic Plan and priorities for capacity building across a number of priority areas. She drew attention to a number of items, contained in her presentation, including enablers, structures, key performance targets, financial scenarios and risks. In presenting the financial scenarios developed to support the strategy, Professor van Hout stressed the importance of the TU-RISE funding, as well as working with industry partners and external stakeholders. Attention was also drawn to the detailed operational plan noting that key deliverables will be monitored over the lifetime of the plan and reported on as required. It was then requested that the Governing Body

considers and approves the Research, Innovation and Impact Strategy as presented in order to formally launch and implement same. The Chairperson thanked Professor van Hout and opened the floor to comments and advice. Further clarifications were sought regarding financial models and funding commitments while concerns were raised in relation to the implications pertaining to current teaching contracts. The President advised that the sector is actively engaged with appropriate stakeholders on the establishment of a TU Professor grade and academic contract. The value of PhD stipends was also raised noting that some funding bodies had increased the stipend to €25k per annum.

ACTION The Chairperson proposed that the Finance & Capital Investments Committee further engage in a discussion that scopes out and costs options with regard to SETU PhD stipends.

AGREED Approval of the Research, Innovation and Impact Strategy was granted by the Governing Body. The Chairperson thanked all for their work on this matter.

4. Due Diligence Reports associated with Carlow College:

NOTED Ms Power, Holmes Law and Mr O'Toole, VP Finance joined the meeting for this item. Ms Power commenced by explaining that the purpose of the legal review, as detailed in the document distributed, was to establish title and the extent of the property. She outlined the complexity of the title, highlighting that a number of documents and maps had not been available for review. She stressed the importance of obtaining a Declaration of Identity and maps that match to title. She also highlighted the compulsory requirement for First Registration. In considering the risk that currently exists regarding the lack of clarity of Title and in order to have mitigating measures to safeguard SETU on the proposed transaction, it was advised that Carlow College should make the application for First Registration to Tailte Éireann. The matter was carefully considered and deliberated upon by the Governing Body with Ms Power providing legal guidance on matters. Members expressed a number of concerns, in particular regarding the title and the financial burden this transaction could potentially impose on the university. It was proposed to request a meeting between Carlow College and SETU representatives namely, the Chairperson, President, VP Governance and VP Finance. This was accepted by all those present. It was suggested that, following such a meeting with Carlow College representatives, the Governing Body would consider further the other elements of due diligence that would be required.

ACTION Correspondence to be issued to Carlow College outlining the issues and requesting a meeting, as per above.

The Chairperson thanked all, in particular Ms Power for attending the Governing Body meeting and for her expertise to date regarding this matter.

5. Update on Cyber Incident:

NOTED Mr Denieffe and Mr Miller were welcomed to the meeting. Mr Miller commenced by providing an update in relation to the progress that has been made in recent weeks including ongoing business continuity planning; recovery of key data, restoration of wireless WIFI access on all campuses; migration of staff and student devices to the SETU domain and access to student records database and systems. In acknowledging the ongoing work and efforts carried out by the IT department, a level of frustration was expressed regarding the timeline around recovery. Key challenges that are impeding progress along with risks were discussed at length following which Mr Miller and Mr Denieffe provided assurances to the Governing Body that best practices are being implemented. Some discussion ensued on the nature of the information required by the Governing Body and then Mr Denieffe and Mr Miller undertook to take this on board for future presentations.

The Chairperson thanked all for the discussion and update and acknowledged the ongoing work being carried out in this regard.

6. Financial Matters:

Annual Financial Statements 2023/2024

NOTED Mr O'Toole was welcomed back to the meeting. He commenced by informing the Governing Body that the Financial Statements have been presented to the Finance & Capital Investment and Audit & Risk Committees the previous week. He provided a summary of the timelines and process associated with the review of same and also noted the following key aspects;

- Comparator of 16-month versus 12-month cycle making comparisons difficult;
- Contributing factors that have led to a positive result, including once off gains and savings against budget particularly in relation to pay costs.

A brief discussion ensued and it was suggested that the Finance & Capital Investments Committee, or a subcommittee thereof would look at options regarding potential investments.

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 Annual Financial Statements 2023/2024 to the Office of the Comptroller & Auditor General.

7. Governance Matters:

7.1 Annual Governance Statement (AGS) to HEA

NOTED Ms Sheridan provided context in relation to the AGS referring to a briefing paper provided to the Governing Body that outlines the requirement to confirm compliance or otherwise in relation to a series of reporting requirements. She also advised that a detailed review has been carried out by the Executive Management Team and Audit & Risk Committee at their most recent meetings the previous week. Ms Sheridan drew attention to Items 18.(iv) and 19.(iii) which seek confirmation of the Chairperson of the Governing Body, that the number of meetings conducted by the Governing Body and Audit & Risk Committee is sufficient to discharge their duties. The Chairperson confirmed that this was in order.

AGREED Having considered all matters as outlined and on the recommendation of the Audit & Risk Committee it was agreed to approve and submit the Annual Governance Statement (Sept 2023-Aug 2024) to the HEA.

7.2 Protected Disclosures Report

NOTED Ms Sheridan outlined details of the statutory requirement to complete and furnish the Minister for Public Expenditure, NDP Delivery & Reform with a report regarding Protected Disclosures. There is also a requirement to publish an annual Protected Disclosures report on the SETU website before 31 March. The Audit & Risk Committee have reviewed same and indicated satisfaction with the report as provided recommending approval of same to the Governing Body.

AGREED To approve and submit to the Minister the Protected Disclosures Report for SETU for 2024.

8. Child Protection Safeguarding Statement:

NOTED Mr Denieffe was welcomed back to the meeting. He outlined details of and the requirement under legislation for a Child Protection Safeguarding Statement.

AGREED To approve the Child Protection Safety Statement as presented. The Chairperson thanked Mr Denieffe and he left the meeting.

9.	<u>Academic Council:</u> NOTED Academic Council Minutes for 10th December 2024. It was also suggested that the Academic Council minutes should have a presence on the university website.
10.	<u>Minutes of GB Committees:</u> 10.1 NOTED Audit & Risk Committee draft minutes 13th February 2025. 10.2 NOTED Finance & Capital Investment Committee draft minutes 13th February 2025. 10.3 NOTED Joint ARC and FCIC draft minutes 13th February 2025. 10.4 NOTED Joint Quality Committee draft minutes 10th December 2024 and 11th February 2025.
	<u>SECTION B:</u> B1. AGREED A brief outline of SETU's application for the Trusted Ireland Quality Mark was provided and it was noted that this has been presented and reviewed by the Joint Quality Committee. It was therefore agreed that all was in order to proceed with the submission of the application. B2. AGREED Approval for the renewal of a lease between RTE and SETU for a property at the West Campus, Waterford. B3. NOTED Minutes of the boards of SETU subsidiary companies and DACs.
11.	<u>AOB:</u> There being no other business to attend to the Chairperson thanked all and closed the meeting at 6.15pm.

Approved:



 Chairperson

Date: 8 April 2025