

Minutes of the 24th Governing Body meeting

Date: Tuesday, 9th April 2024
Time: 4pm – 7.10pm, Tourism & Leisure building boardroom, Waterford Campus

Chairperson: Professor Patrick Prendergast

Attendees: Professor Veronica Campbell
Ms Ruth Beadle
Mr Jim Bergin
Ms Sarah Clarke
Ms Eileen Curtis
Dr David Dempsey
Mr Claus Derenda
Mr Mark Dunne (via MS Teams)
Ms Louise Grubb
Mr Richard Lacey
Mr Kevin Lewis
Ms Adele Mahon (via MS Teams)
Dr Kathleen Moore Walsh
Ms Pauline Oakes
Mr Ray Ryan

Apologies: Professor Marie-Christine Ho Ba Tho
Ms Cynthia Ní Mhurchú

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

In attendance for Agenda Item 3:
Dr Richard Hayes, VP Strategy

In attendance for Agenda Item 5:
Mr Cormac O'Toole, VP Finance/Financial Controller

In attendance (via MS Teams) for Agenda Item 6.3:
Ms Brenda Nelson, Deloitte, Internal Audit

In attendance (via MS Teams) for Agenda Item 9:
Dr Derek O'Byrne, VP Academic Affairs, Teaching & Learning

Secretariat: Ms Annette Byrne

Item Title	
1.	<u>Chairperson's Opening:</u> 1.1 <u>Welcome & approval of Agenda</u> 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>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. The Chairperson, Ms Beadle, Mr Bergin and Mr Lewis indicated a conflict in relation to Item 8 on the agenda and agreed that they would absent themselves as required. No other members present declared a conflict for this meeting. 1.3 <u>Approval of minutes: 27th February 2024</u> AGREED To approve the minutes of 27th February 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. 1.5 <u>Correspondence</u> NOTED The Chairperson informed the Governing Body that he had received correspondence from a member of the Governing Body regarding SETU sponsorship of external sporting bodies. It was proposed that a policy addressing University Sports Sponsorship is developed for the University and that no new sponsorship arrangements should be put in place until the policy is approved. ACTION VP Governance/University Secretary and President to initiate a process for the development of a Sports Sponsorship policy. NOTED Correspondence from Ms Ní Mhurchú regarding her candidacy in the European Elections in the Ireland South constituency. NOTED Correspondence from the Chairperson regarding his membership of Boards and Advisory Groups.
2.	<u>President's report to the Governing Body:</u> NOTED The President provided updates to the Governing Body as follows; Strategic & Capital matters: • Regular meetings and ongoing work regarding the Waterford UEQ and Wexford campus developments, including the development of applications to the Technological Sector Strategic Projects Fund (TSSPF); • Long list of options, and associated documentation, relevant to the preliminary business case for Student Accommodation has been submitted to HEA; • Corporate Services Building (CSB) on the Carlow campus has been handed over to SETU. The President thanked and commended Mr Williams, Capital Projects Manager for his work on this particular project. Staffing: • Senior Vice President roles currently being considered by DFHERIS; however it may take some time before DFHERIS confirm sanction to proceed. The President indicated that assignment of duties at VP level and external consultancy support is contributing well to the body of work, however she highlighted a potential risk associated with delay in approval of senior roles;

	• Update regarding planned series of events to mark SETU's Designation day in May; Teaching Excellence awards and Staff Recognition award schemes; • Update in relation to meetings and engagement with external stakeholders, Government, HEA, industry and other agencies; • International engagement including French Ambassador visit to SETU and recent visit to Georgia Southern University. Other: • Upcoming budget meeting with the HEA and recent funding award allocations; • Recent visit by HEA and discussions regarding Veterinary, Pharmacy and the expansion of Nursing provision; • An upcoming article in the Sunday Business Post Supplement (21 April 2024) which includes SETU. The Chairperson thanked the President for her report.
3.	<u>Strategic Plan (2023-2028):</u> 3.1 <u>Update on progress of Strategic Plan</u> NOTED Dr Hayes was welcomed to the meeting. He commenced by providing an update on the progress of actions outlined in the Strategic Plan as follows; • 95 Actions; 7 complete; 64 in progress and 24 not yet started; • Highlighted areas where adjustment to proposed timelines are required; • KPI's are being tracked against targets including overlap and alignment to the HEA Performance Agreement. Dr Hayes indicated that good progress is being made with confidence that the next 6 to 12 month period will be positive in terms of achieving targets and actions. 3.2 <u>Summary update on Student numbers</u> NOTED Dr Hayes continued by providing a summary update on student numbers. In providing context to the current data it was noted that these figures are based on an indicative analysis of enrolments as at 31 March 2024 and subject to change. Dr Hayes indicated a strong performance in apprenticeship enrolments and an increase in PhD and transnational student numbers. It was also noted that the number of new entrants is positive. A discussion regarding student enrolments and data is scheduled for the Executive Management Team meeting on April 10th and the outcome of same will be reported back to the Governing Body in due course. The matter of student enrolment is included in the top 6 risks on the University Strategic Risk Register. Dr Hayes continued by providing a summary of the Strategic Risk Register, assuring the Governing Body that these areas are aligned to the actions outlined in the Strategic Plan. A discussion ensued in relation to the top risk i.e. <i>"Risk that the University cannot attract, recruit, retain and develop high quality, diverse talented employees which could impact on delivery of the University's strategic objectives"</i>. In addressing this particular challenge, the President indicated that funding has been allocated through TU-RISE and TSAF for additional posts and that SETU will be promoted as an attractive employer. ACTION Recruitment challenges to be reviewed further by the Governing Body. The Chairperson thanked Dr Hayes for his presentation and he left the meeting.
4.	<u>Strategic Discussion:</u> 4.1 <u>Development of Wexford campus</u> NOTED The President provided a high level overview of the proposed development of SETU in Wexford which is in line with and addressing Government policy on rural development, regional economic strategy, the offshore wind/renewable energy strategy and actions identified in the Strategic Plan of the University. The President also outlined thematic areas of focus along with a preliminary proposed schedule of accommodation and draft confidential cost estimates. The President outlined proposed next steps in order to progress the initiative further, including development of the TSSPF application. During a discussion

4.2	further clarification and explanation to the queries raised were provided. In concluding the discussion, the Chairperson extended satisfaction from the Governing Body to continue and progress matters as presented. <u>Development of Waterford Crystal site, Waterford campus</u> NOTED The President firstly re-capped on developments pertaining to the former Waterford Crystal site, the context in which the UEQ should be considered and links with regional industry. She continued by outlining proposed objectives for Phase 1 which will provide modern teaching, research and innovation facilities, improve the student experience, address space allocation shortages and provide opportunity for growth. A preliminary proposed schedule of accommodation and draft confidential cost estimates was also provided. The President outlined proposed next steps, indicating a desire to submit the TSSPF Preliminary Business Case to the HEA in advance of the summer months and to continue to refine the working plan through the UEQ working group. The Governing Body once again endorsed the progress being made and extended satisfaction to continue as presented. AGREED The President to release appropriate information/details relating to the campus developments.
5.	<u>Finance Matters:</u> <u>Budget 2024</u> NOTED Mr O'Toole was welcomed to the meeting. The Chairperson informed all that the Finance and Capital Investment Committee have conducted a detailed review of Budget 2024 template at their recent meeting and recommending approval of same. Mr O'Toole outlined details of the following; • Challenges in relation to increasing student enrolment numbers; • Recurrent grant funding allocations and the basis of these allocations; • Expenditure and costs relating to Pay and Non-Pay categories; • Summary overview of Income & Expenditure and projections to 2025/26; • Key funding risks associated student recruitment and retention; • Mitigating actions to address risks and future challenges; • Funding related to national pay awards • Possible reduction in pay costs due to the timing of the filling of vacancies due to labour market forces. Mr O'Toole also outlined a set of sensitivity analysis assumptions, as requested by the Finance & Capital Investment Committee, such as growth forecasts for International and EU students, improvements in retention rates and assuming additional funding for pay awards. In making these assumptions he outlined the impact of same on the financial position of the University. The Chairperson thanked Mr O'Toole and proposed that based on the additional information provided and as per the recommendation of the Finance & Capital Investments Committee, that the Budget 2024 is approved. AGREED To approve and submit to the HEA, Budget 2024 as presented. ACTION A five-year financial forecast model to be developed and submitted to the Finance & Capital Investment Committee and Governing Body at a future meeting.

6. 6.1 6.2 6.3	<u>Corporate Administration:</u> <u>Policy approvals</u> NOTED Ms Sheridan outlined the review and recommendation for approval as set out by the Policy Review Committee in relation to the policies below; • Child Protection Policy • Code of Conduct for Employees Policy • Garda Vetting Policy • Gender Identity & Expression Policy • Progression Policy AGREED To approve the above policies as presented and to upload the updated policies to the website. <u>University Risk Register including Strategic Risk Register</u> NOTED Ms Sheridan provided details of the current University Risk Register. She also informed the Governing Body that the Executive Management Team monitor and review risk on a regular basis and that a robust risk management framework is in place. Dr Moore Walsh queried accreditation from Engineers Ireland pertaining to the School of Engineering programmes. The President indicated that she would follow up in this regard to provide clarification. <u>Internal Audit Workplan</u> NOTED Ms Nelson was welcomed to the meeting. She presented details of the development stages of the proposed Internal Audit Workplan which included meeting with Executive Management and alignment to the Strategic Plan and Risk Registers. The proposed plan has also been reviewed and considered by the Audit & Risk Committee. Ms Nelson suggested the following audit assignments are considered for inclusion on the 2024 workplan; • Child Protection • Environmental, Social and Governance (Sustainability) • Facilities & Contract Management / Campus Maintenance • Recruitment (HR) / ECF • Follow Up (Annual requirement) • Internal Financial Controls (Annual requirement) AGREED To proceed with the Internal Audit Plan as outlined above. The Chairperson thanked Ms Nelson and she left the meeting. ACTION Clarification to be provided regarding Engineers Ireland accreditation.
7.	<u>GB Effectiveness review/follow up</u> NOTED The Chairperson firstly outlined the process of conducting and analysing the effectiveness review. He noted that based on feedback and comments from Governing Body members a number of actions have been suggested which will now be implemented. He also indicated that he has carried out a review of the feedback in line with the SETU Code of Governance. Ms Sheridan outlined details of the implementation of such actions for the next academic year which will include specific induction and training for members, communication to the SETU community and potentially a direct communication from the Chairperson to the SETU community via webinar. A similar process, with a view to putting a framework in place has been rolled out to all SETU subsidiary and DAC companies and a full review of the outcome of same will be shared with the Governing Body in due course. The Chairperson thanked Ms Sheridan and her team for their assistance in this particular exercise. ACTION Follow up and implement actions as identified in the Effectiveness Review exercise.

8. Nominations Committee matters:

8.1 NOTED Ms Sheridan informed the Governing Body that this process has been considered by the Nominations Committee.

In attending to business Mr Lewis firstly excused himself from the meeting at 6.39pm. The Governing Body was informed that Mr Lewis has completed an expression of interest and satisfied the competency framework and therefore recommended approval to proceed with his re-appointment for his second term for 4 years effective 1 May 2024.

AGREED To accept and approve the re-appointment of Mr Lewis for a second term of four years effective 1 May 2024. Mr Lewis re-joined the meeting at 6.40pm.

Approval of Minister nominees

NOTED Professor Prendergast, Ms Beadle and Mr Bergin left the meeting at 6.40pm and Dr Dempsey chaired the meeting from this point. Expressions of interest have been submitted by the external members and accordingly nominated by the Minister for re-appointment for a second term of four years.

AGREED To accept and approve the re-appointment of Prof. Prendergast, Ms Beadle and Mr Bergin for a second term of four years effective 1 May 2024. Ms Beadle and Mr Bergin re-joined the meeting at 6.42pm.

8.2 Appointment of Chairperson

NOTED It was then outlined that consideration and approval of a Chairperson is required by the Governing Body and on the recommendation of the Nominations Committee it was proposed to appoint Professor Prendergast as Chairperson of the Governing Body.

AGREED To accept and approve the appointment of Professor Prendergast as Governing Body Chairperson. Professor Prendergast re-joined the meeting at 6.43pm.

Dr Dempsey confirmed and congratulated all on their re-appointment. Professor Prendergast resumed as Chairperson. In line with best practice the Chairperson requested that he receives feedback on his performance and therefore proposed that the Deputy Chair, Mr Bergin and University Secretary Ms Sheridan, consider this matter and discuss a process with Governing Body.

8.3 Regulations and Elections Process

NOTED Ms Sheridan outlined the process of consideration and review as conducted by the Nominations Committee in recent weeks regarding the above. It was also noted that guidance and formats have been developed with DFHERIS in relation to regulation and elections processes. In line with recommendations, as provided by the Nominations Committee, it was proposed that an early election process would be beneficial to ensure the continuity of the Governing Body as current positions expire in early October and November. Mr Derenda and Ms Clarke expressed concerns in relation to the proposed sequencing of the election to individual panels. A discussion ensued and members were reminded that draft regulations were reviewed and approved before submitting to the Minister for sanction. In the event of a change to regulations at this stage, additional approval from the Ministers would be required. The outcome of the discussion was as follows;

AGREED To appoint Ms Sheridan, VP Governance/University Secretary as Returning Officer.

AGREED To continue with process of Student appointments as nominated by the Students Union.

AGREED Proposal to revert to the sequencing used for the 2022 election process in relation to the running order of the election from individual panels. This is subject to the approval of revised regulations by the Minister.

	ACTION VP Governance to contact the Minister's office regarding proposed change to Regulations as approved in January 2024 and revert accordingly.
9.	<u>Joint Quality Committee draft workplan:</u> NOTED Dr O'Byrne was welcomed to the meeting. He provided a brief presentation in relation to the newly formed Joint Quality committee noting the following; • Committee chair appointed and membership established; • Inaugural meeting conducted on 9 April 2024 (via Teams); • Inaugural meeting agenda; • Proposed workplan of the committee and the approach to be adopted for the review cycle. ACTION To submit to the Governing Body, at their next meeting, a full version of the committee's workplan. The Chairperson thanked Dr O'Byrne and he left the meeting.
10.	<u>Academic Council:</u> NOTED Academic Council Minutes of 5th March 2024. Dr Dempsey drew attention to "Mental Health & Student Engagement activities to support progression" noted in these minutes and suggested that it would be important to provide the Governing Body with this information. It was suggested that the VP Student Experience would be invited to update the Governing Body in this regard at a future meeting. ACTION To invite VP Student Experience to a future meeting to update members on Mental Health & Student Engagement activities.
11.	<u>Minutes of GB Committees:</u> 11.1 NOTED Equality, Diversity & Inclusion Committee minutes of 13th February 2024 and draft minutes 22nd March 2024. 11.2 NOTED Finance & Capital Investments Committee draft minutes of 13th March 2024. 11.3 NOTED Nominations Committee draft minutes of 27th March 2024. 11.4 NOTED Policy Committee draft minutes of 14th March 2024.
12.	<u>AOB:</u> B1. NOTED Annual Report on EU Connexus. To be directed through the Academic Council going forward. B2. AGREED To accept and approve the recommendation of Dr David Ryan for the post of Associate Vice President in Sustainability. B3. NOTED Annual Quality Report. Minor amendments were suggested and therefore agreed to pass on these suggestions prior to publication. B4. AGREED To approve the appointment of Dr O'Byrne as SETU representative to the board of the Central Applications Office and SETU membership of the CAO. B5. NOTED Minutes of all SETU Subsidiary & DAC companies. There being no other business to attend to the Chairperson thanked all, he apologised for the overrun and closed the meeting at 7.10pm.

Signed: _____

Date: **21st May 2024**