

Minutes of Special Governing Body meeting

Date: Thursday, 4th July 2024
Time: 9.45 – 10.15am, MS Teams
Chairperson: Professor Patrick Prendergast

Attendees: Professor Veronica Campbell
 Mr Jim Bergin
 Dr David Dempsey
 Mr Mark Dunne
 Ms Louise Grubb
 Professor Marie-Christine Ho Ba Tho
 Mr Richard Lacey
 Ms Pauline Oakes

Apologies: Ms Ruth Beadle
 Ms Sarah Clarke
 Ms Eileen Curtis
 Mr Claus Derenda
 Mr Kevin Lewis
 Dr Kathleen Moore Walsh
 Mr Ray Ryan

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

In attendance for Agenda Item 2:
 Dr James O Sullivan, Head of Innovation & Commercialisation

Secretariat: Ms Annette Byrne

Item Title	
1.	<u>Chairperson's Opening:</u>
1.1	<u>Welcome & approval of Agenda</u> The Chairperson welcomed and thanked all for making themselves available to attend the single agenda item meeting. Confirming the meeting was quorate and with approval of the agenda he commenced the meeting.
1.2	<u>Conflict of Interest</u> NOTED The Chairperson asked members if they had any conflicts of interest to declare associated with the agenda item. He informed all that a member had highlighted a potential conflict which was reviewed and considered by the Chairperson and University Secretary, and therefore have deemed that it is not a conflict. Another member also indicated a business connection/association with one of the Spin Out company shareholders, however not considered material as this was over 20 years ago. No other members present declared a conflict for this meeting.

Sale of Spin Out Company:

NOTED Ms Sheridan provided background into the reason as to why the meeting has been called, that being the requirement to attain Governing Body approval to proceed with the sale of an SETU spin out company in which SETU is a minor shareholder. She outlined the governance process conducted beforehand through the Commercialisation committee who met on July 3rd, and by the Finance & Investments Committee who met shortly before the Governing Body meeting. Similar questions have been posed by both committees in terms of SETU reliance on IP, deferred payments and the company valuation. It was clarified that SETU being a minor shareholder there has been no involvement in valuation assessments. Ms Sheridan also indicated that there has been detailed discussions at the Commercialisation and Finance & Capital investment committee meetings resulting in the following recommendations;

- i. Commercialisation Committee recommends that the sale of the spin out company is put forward to the Finance & Capital Investment committee for their review and approval;
- ii. Finance & Capital Investments committee recommends that approval to proceed with the sale of the spin out company is submitted to the Governing Body.

The Chairperson thanked Ms Sheridan for providing context and by following proper governance procedures he assured the Governing Body that all is in order to make sure the transaction has been rigorously reviewed. He also acknowledged the positive outcome for SETU. The Chairperson then open the floor to all for comment and advice.

NOTED Dr O'Sullivan joined the meeting at this point. Members queried the possibility of seeking indemnity and limiting risk for SETU and to push back to the purchaser particularly as SETU's involvement is minor. It was clarified that this matter has also been challenged by the legal team, however as SETU is a shareholder, albeit a minor one, conditions outlined remain as is for all shareholders.

Ms Grubb noted that the Commercialisation Committee have suggested that there are learnings from this process to be recognised and implemented for the future should similar opportunities arise, and therefore will be documented on the recommendation of the Commercialisation Committee and the Finance & Investments Committee.

The Chairperson enquired if the valuation placed upon the sale is satisfactory, considering the lack of SETU involvement, and if so, is SETU's share appropriate and beneficial. In providing a professional opinion, a member of the Governing Body indicated a favourable view based on the company's turnover suggesting that the promoters have been fortunate in securing a buyer and the return value is low considering the work that has been conducted over a 20-year period. This was also substantiated by another member of the Governing Body who outlined comparable commercial returns.

NOTED Ms Sheridan then outlined what is required in order to proceed with the sale, subject to support and approval from the Governing Body;

- i. To accept a formal resolution as provided;
- ii. To give authorisation to the President and Chairperson to sign any necessary documentation associated with the sale;
- iii. Approval for use of the University Seal in order to provide for an indemnity for a misplaced share certificate.

AGREED In concluding, the Chairperson proposed that the Governing Body gives their full support to complete the sale and agreed to pass the resolution as provided. This was unanimously agreed.

NOTED Ms Sheridan once again highlighted the confidentiality of the matter reminding all that communication from SETU on the matter is prohibited. She however assured all that conversations are

	ongoing and that the University is seeking an agreed statement with the sellers and purchasers to present the positive outcome of the pending sale.
3.	<u>AOB:</u> There being no other business to attend to the Chairperson thanked all for taking the time to attend the meeting, wished them well and closed the meeting at 10.15am.

Approved:



Date: 17th September 2024