

Minutes of the 23rd Governing Body meeting

Date:	Tuesday, 27th February 2024
Time:	4pm – 6.15pm, Haughton building boardroom, Carlow Campus
Chairperson:	Professor Patrick Prendergast
Attendees:	Professor Veronica Campbell Ms Sarah Clarke Dr David Dempsey Mr Claus Derenda Mr Mark Dunne (via MS Teams) Mr Richard Lacey Mr Kevin Lewis Ms Adele Mahon (via MS Teams) Dr Kathleen Moore Walsh Ms Pauline Oakes Mr Ray Ryan (via MS Teams)
Apologies:	Ms Ruth Beadle Mr Jim Bergin Ms Eileen Curtis Ms Louise Grubb 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 (via MS Teams) for Agenda Item 4.1:	Dr Geraldine Canny, Head of Research
In attendance for Agenda Items 5.2, 5.3 & 5.4:	Ms Sarah Morrissey, Risk & Compliance Officer
In attendance (via MS Teams) for Agenda Items 6 & 7:	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. No members present declared a conflict for this meeting.
1.3	<u>Changes to SETU (Interim) Code of Governance</u> NOTED The Chairperson made reference to a memorandum circulated to the Governing Body regarding proposed changes to the SETU (Interim) Code of Governance following revised senior management positions and titles as follows; • Removal of Vice President for Corporate Affairs as this position no longer exists; • Vice President for Governance/University Secretary appointed as Secretary to the Governing Body; • Vice President for Finance/Financial Controller will be circulated with the Governing Body papers and invited to be present at the Governing Body for items relating to finance. AGREED To accept the proposed changes outlined above. ACTION To amend the SETU (Interim) Code of Governance in line with approved changes and publish on the website.
1.4	<u>Approval of minutes: 16th January 2024</u> AGREED To approve the minutes of 16 th January and to publish on the website.
1.5	<u>Appointments to the Joint Quality Committee</u> AGREED To approve Ms E Curtis, Mr C Derenda and Mr R Lacey as members of the Joint Quality Committee. NOTED The Chairperson and the President of the Students' Union proposed a minor amendment to the Terms of Reference of the Joint Quality Committee regarding membership that being to replace <i>"One undergraduate and one postgraduate student (nominated by the Students Union President)"</i> with <i>"The two SETU Students' Union Vice Presidents Education ex officio."</i> AGREED To accept the amendment as outlined above. ACTION To amend the Terms of Reference accordingly and publish on the website.
1.6	<u>Approval of Terms of Reference</u> <u>Commercialisation Committee</u> AGREED To approve Terms of Reference for the Commercialisation Committee as recommended by the Finance and Capital Investment Committee. Dr Dempsey noted a proposed amendment not captured relating to the term of the committee; however it was suggested that this would be reviewed by the Commercialisation Committee at their first meeting and then resubmitted for Governing Body approval. ACTION To create a Commercialisation Committee section including membership and Terms of Reference on the website. <u>Finance and Capital Investment Committee</u> AGREED To approve a minor amendment to the Finance and Capital Investment Committee Terms of Reference and to publish on the website.

Policy Committee

AGREED To approve a new structure whereby the Policy Review Group becomes a Committee of the Governing Body and approve the Terms of Reference for the Committee.

ACTION To create a Policy Committee section including membership and Terms of Reference on the website.

1.7 Matters arising (Action Log)

NOTED The Chairperson provided further updates regarding the Action Log highlighting items that are in progress or have been completed. Ms Clarke indicated concern that an action regarding Governing Body effectiveness review remains ongoing and requested that this matter is attended to as soon as is practically possible.

There were no other matters arising.

2. President's report to the Governing Body:

NOTED The President provided updates to the Governing Body as follows;

Strategic & Capital matters:

- Work is currently underway with regards to the development of the SETU priorities in relation to the University Enterprise Quarter while the template for funding under the Technological Sector Strategic Projects Fund is expected from the HEA shortly
- Planning work is ongoing for the SETU campus in Wexford; meetings of South East offshore wind taskforce have commenced. Concern was expressed about an inaccurate media report regarding SETU's commitment and presence in Wexford. The President indicated that she continues to communicate with the relevant stakeholders, as appropriate, and welcomes the continued support of the Governing Body
- Student Accommodation continues to be a focus with SETU contributing to the sectoral feasibility study. The HEA has progressed to Phase 2 of the sectoral feasibility study and a long term student accommodation policy has been launched by DFHERIS
- The Corporate Services Building on the Carlow campus is now complete with handover from the contractor expected imminently.
- For the PPP2 projects (Engineering, Computer Science & General Teaching building in Waterford and the Advanced Sciences building in Carlow) it was noted that the planning permissions are approaching expiration. A process is underway to resubmit the planning applications although no end-user design changes will be permissible at this point.

Staffing:

- Update was provided in relation to the recruitment processes for senior roles
- Commencement of interim support while pending approval of Senior VP roles

Internal Community:

- New Staff Recognition Award Scheme for PMSS will be launched shortly and a Teaching Excellence Award Scheme is in development
- Preparing and planning for Designation Day celebration event and activities

Regional & Global Community:

- Various engagements, meetings and events with external stakeholders, Government, HEA, IBEC, agencies and Industry.

Other:

- Completion of Academic Council elections process with an update to be provided later in the meeting
- Recent funding awards
- The decision on funding for new programmes in Pharmacy and Veterinary Medicine remains outstanding, although SETU has programme leads in place and continues to engage with the relevant accreditation bodies, partners and various stakeholders.

	The Chairperson thanked the President for her report.
3.	<u>HR Report:</u> NOTED The President presented a report outlining the recommendation of Professor Marie Claire Van Hout to the role of Vice President Research, Innovation & Impact on an initial 5-year contract basis. AGREED To accept and approve the recommendation outlined above. The Chairperson commended all for their involvement in the successful process and appointment.
4.	<u>Strategic Matters:</u> 4.1 <u>Research Statistics & Annual Report</u> NOTED Dr Canny was welcomed to the meeting. The VP Research (Acting)'s apologies were noted due to an unavoidable commitment elsewhere. She commenced her presentation by indicating that the purpose of the presentation was to provide an update and statistics regarding Research key performance metrics, research funding and expenditure, an overview of Research centres /Technology gateways, and Technology transfer operations. This data will be published annually and available in the public domain in the coming months. The following information was provided to the Governing Body; • Full breakdown of funding received by division and project i.e. a total of €31.85m for the period May 22 to Aug 23 • Funding awards by sponsor and category • Comparisons of where SETU sits within the sector in relation to HORIZON Europe grant agreements • Research expenditure and where SETU is positioned within the sector, noting a favourable comparison • Research Impact – in terms of outputs, publications and technology transfer metrics • Breakdown of research postgraduate students and funding categories • TU RISE funding allocation to support research capacity building and SETU's ambitious strategic objectives. The Chairperson thanked Dr Canny for the very informative and comprehensive report and extended gratitude on behalf of the Governing Body to all involved in securing funding awards. Dr Canny then left the meeting. 4.2 <u>Student Accommodation Update</u> NOTED Ms Sheridan provided an update in relation to the process regarding purpose built student accommodation and the requirement for SETU to provide a preliminary business case / strategic assessment review as per the prescribed HEA template and objectives. She outlined the work in progress and schedule of tasks relating to the development of the business case assisted by Indecon Economic Consultants and an internal working group, noting that the data provided is aligned to the Strategic Plan and its objectives. Acknowledging that the HEA process is extensive, the President and Ms Sheridan indicated the University's intention to move forward in the development of objectives, including a list of options and financial appraisal. It was confirmed that the HEA template is due for submission to the HEA by 15th March and work is ongoing in this regard. The Chairperson thanked Ms Sheridan for her update.
5.	<u>Corporate Administration:</u> 5.1 <u>Policy approvals</u> NOTED Ms Sheridan outlined the review and recommendation for approval as set out by the Policy Review Group in relation to the policies below; • Emeritus Policy • Intellectual Property Policy

- Travel & Subsistence Policy

AGREED To approve the above policies as presented, noting interim approval of the Intellectual Property Policy, and to upload the updated policies to the website.

5.2 Annual Governance Statement (AGS) to HEA

NOTED Ms Morrissey was welcomed to the meeting. She provided context in relation to the AGS informing the Governing Body that a detailed review has been carried out by the Audit & Risk Committee at their recent meeting. A matter brought to the attention of the Audit & Risk Committee in relation to a weakness in internal control was also highlighted to the Governing Body. They were duly informed that this matter continues to be reviewed, an internal audit review has been requested and the VP Finance/Financial Controller is in the process of gathering all relevant documentation. This particular matter is now being reported in the AGS. It was also agreed that a minor adjustment regarding progress of the effectiveness review would be included prior to submitting to the HEA. Mr Lewis reaffirmed that the matter has been highlighted as appropriate to the Audit & Risk committee in line with the update provided to the Governing Body by Ms Sheridan.

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 2022-Aug 2023) with a note flagging to the HEA that the SETU Interim Code of Governance, as approved by the Governing Body, is in place.

5.3 HEA Oversight Agreement

NOTED Ms Morrissey explained the purpose of the HEA Oversight Agreement, the key responsibilities of the HEA's oversight and the responsibilities of SETU in ensuring good governance and accountability practices are in place. This has been reviewed and recommended for approval by the Audit & Risk Committee.

AGREED To approve and submit the HEA Oversight Agreement as outline above.

5.4 Protected Disclosures report

NOTED Ms Morrissey 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 2023.

The Chairperson thanked Ms Morrissey for her updates and she left the meeting.

6. Academic Council:

6.1 Academic Council Minutes

NOTED Academic Council Minutes of 5th December 2023.

6.2 Academic Council Elections Outcome

NOTED Dr O'Byrne joined the meeting to provide an update in relation to recent election processes noting details of the online nominations, turnout and results. A small number of remaining vacancies on the new Academic Council would be filled by co-opting via the President through relevant Heads of School/Faculty. The first meeting of the Academic Council will convene on Tuesday 5th March. The Chairperson extended his congratulations to all involved in the process.

6.3	<u>Academic Policies</u> NOTED The Chairperson outlined the review and recommendation for approval as set out by the Policy Review Group in relation to academic policies, namely that the Governing Body ultimately approves all policies in the university but recognizes the role of the Academic Council in academic matters and will not re-open academic matters already decided by the Council. The following policies have been reviewed by the Academic Council; • Recognition of Prior Learning Policy • Student Academic Misconduct Policy & Disciplinary Procedure • Student Expected Behaviour Policy & Disciplinary Procedure Dr Dempsey suggested that it would be beneficial to mention and include a section regarding Artificial Intelligence (AI) and therefore recommended that this would be considered in a future iteration of the Student Academic Misconduct Policy. Dr O’Byrne noted that it had indeed been discussed at a committee of Academic Council and undertook to further include it in future iterations of the policy. AGREED To approve the above policies as presented and to upload the updated policies to the website.
7.	<u>Honorary Degrees Protocol:</u> NOTED Dr O’Byrne advised the Governing Body that the process above required minor amendment to include nominations from Alumni and to extend the membership committee. He also informed the Governing Body that he expects to issue a new call for nominations in the coming weeks. AGREED To accept and approve revisions to the Honorary Degree Protocols. The Chairperson commended Dr O’Byrne and team who had successfully devised all the procedural steps to institute honorary degrees in SETU, ran the process with great professional skill, and oversaw elegant, impressive graduation ceremonies.
8.	<u>Minutes of GB Committees:</u> 8.1 NOTED Audit & Risk Committee minutes of 8th January 2024 and 20th February 2024 (draft). 8.2 NOTED Finance & Capital Investments committee draft minutes of 21st February 2024 (draft). 8.3 NOTED Equality, Diversity & Inclusion committee minutes of 22nd January 2024. 8.4 NOTED Policy Review Group minutes of 20th February 2024 (draft).
9.	<u>AOB:</u> 9.1 <u>Use of University Seal</u> NOTED Ms Sheridan requested approval for use of the University seal on a collateral warranty with sub-contractors on the Corporate Services building project at the Carlow campus. AGREED Approval granted as outlined above. 9.3 <u>Charities Regulator (Emerging Risk)</u> NOTED Ms Sheridan informed the Governing Body of a possible emerging risk in relation to the Charitable status of the University’s subsidiary SETU Diverse Campus Services (t/a Novus). The matter is under review by relevant Novus senior managers including the company accountancy advisors and solicitor. It has also come to light that other TU’s and traditional universities have received similar correspondence from the Charities Regulator. The matter has also been flagged to the Audit & Risk and Finance & Capital Investment

committees regarding financial risk and possible tax implications. A response is due by 1 March 2024 and the Governing Body will be kept apprised as the matters progresses.

There being no other business to attend to the Chairperson thanked all and closed the meeting at 6.15pm.

Signed:  _____

Date: 9th April 2024