

## Minutes of the 22nd Governing Body meeting

**Date:** Tuesday, 16<sup>th</sup> January 2024  
**Time:** 4pm – 5.06pm, via MS Teams

**Chair:** Mr Jim Bergin, Deputy Chairperson

**Attendees:** Professor Veronica Campbell  
 Ms Sarah Clarke  
 Ms Eileen Curtis  
 Dr David Dempsey  
 Mr Mark Dunne  
 Mr Richard Lacey  
 Mr Kevin Lewis  
 Ms Adele Mahon  
 Dr Kathleen Moore Walsh  
 Ms Cynthia Ní Mhurchú  
 Mr Ray Ryan

**Apologies:** Professor Patrick Prendergast, Chairperson  
 Ms Ruth Beadle  
 Mr Claus Derenda  
 Ms Louise Grubb  
 Professor Marie-Christine Ho Ba Tho  
 Ms Pauline Oakes

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

**In attendance for Agenda Item 3:**  
 Dr Richard Hayes, Vice President Strategy

**In attendance for Agenda Items 4.2:**  
 Mr Cormac O'Toole, VP Finance/Financial Controller

**Secretariat:** Ms Annette Byrne

| Item Title |                                                                                                                                                                                                                                                                                                                     |
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| 1.         | <b><u>Chairperson's Opening:</u></b>                                                                                                                                                                                                                                                                                |
| 1.1        | <b><u>Welcome &amp; approval of Agenda</u></b><br>The Chairperson welcomed all and wished them a Happy New Year. He also extended well wishes to the Chairperson, Professor Prendergast for a speedy recovery. Confirming the meeting was quorate and with approval of the agenda he commenced the normal business. |

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| <p>1.2</p> <p>1.3</p> <p>1.4</p> <p>1.5</p> | <p><b><u>Conflict of Interest</u></b><br/>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.</p> <p><b><u>Approval of minutes: 5<sup>th</sup> December 2023</u></b><br/>AGREED To approve the minutes of 5<sup>th</sup> December 2023 and to publish on the website.</p> <p><b><u>Recommendations from the Nominations Committee</u></b><br/>NOTED Providing an update on the recent meeting of the Nominations Committee, Ms Sheridan outlined details of the process and review carried out in relation to the renomination of Ministerial appointees, regulations and the competency framework pertaining to the selection, election, nomination and appointment of Governing Body members. The Nominations Committee have requested that that all members, on appointment or reappointment, confirm their fiduciary duty to SETU. Ms. Sheridan outlined that confirmation must be provided to the Minister that Governing Body members, where appropriate, are eligible for reappointment and have been effective in their roles on the Governing Body. It must also be confirmed that all members being appointed or reappointed have met the relevant competencies. Ms Sheridan sought approval for the matters outlined in the documentation.<br/><br/>AGREED Approval granted to proceed including to forward the relevant correspondence to the Minister.<br/><br/>NOTED Dr Moore Walsh highlighted a potential inconsistency in the Regulations regarding members serving on the Nominations committee. Ms Sheridan indicated that she would clarify same. It was also confirmed that in order to avoid a gap the election process was scheduled for June 2024 with new members taking up their appointment on the Governing Body once existing terms have expired.</p> <p><b><u>Matters arising (Action Log)</u></b><br/>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.<br/><br/>There were no other matters arising.</p> |
| <p>2.</p>                                   | <p><b><u>President's report to the Governing Body:</u></b><br/><br/>NOTED The President provided updates to the Governing Body as follows;<br/><br/>Strategic &amp; Capital matters:</p> <ul style="list-style-type: none"> <li>• HEA System Performance Framework – for noting and considered under a separate item later in the meeting;</li> <li>• Funding streams TU-RISE and TSAF – grant agreements have been signed;</li> <li>• Ongoing development in terms of planning meetings with external experts and other stakeholders in relation to the University Enterprise Quarter (UEQ);</li> <li>• Wexford campus development – CPO final stages and advisory group meetings underway;</li> </ul> <p>Staffing:</p> <ul style="list-style-type: none"> <li>• Update regarding shortlisting and recruitment processes for senior roles which are underway;</li> <li>• Communication from DFHERIS regarding the process for the sanction and filling of Senior VP roles;</li> </ul> <p>Internal Community:</p> <ul style="list-style-type: none"> <li>• Establishment of a new staff recognition award scheme in progress;</li> <li>• Conferring ceremonies and Honorary Doctorate awards (January sessions). The President expressed her gratitude to Mr Bergin and Ms Ni Mhurchú for their assistance in carrying out Pro Chancellor duties;</li> </ul> <p>Regional &amp; Global Community:</p> <ul style="list-style-type: none"> <li>• Meetings with External Stakeholders and engagement with Government departments and the HEA;</li> </ul> <p>Other:</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

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|    | <ul style="list-style-type: none"> <li>• The President informed the Governing Body that she is a member of the newly established South East Offshore Wind Taskforce;</li> <li>• EU Conexus Governing Body meeting took place pre-Christmas;</li> <li>• Academic Council Election process in place for academic categories with voting to commence on 18<sup>th</sup> January 2024. An update will be provided at the next meeting.</li> </ul> <p>The Chairperson thanked the President for her updates.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 3. | <p><b><u>Preliminary Draft: HEA Performance Framework:</u></b></p> <p>NOTED The President commenced by providing a contextual background on the framework noting that performance funding is associated with specific initiatives and the draft agreement incorporates elements of the Strategic Plan. She also indicated the document, included in the information pack, is in early draft stages and being updated as per bilateral discussions with the HEA. The approval of Governing Body will be sought before final submission. Dr Hayes was welcomed to the meeting. He continued by outlining the approach that SETU intends to implement which includes alignment of the objectives, targets and KPIs of the performance agreement with the Strategic Plan. Likewise, reporting to and oversight of the Governing Body will mirror the Strategic Plan reporting process and meet the requirements of the agreement. Dr Hayes also indicated that the performance agreement does not include all elements of the Strategic Plan, however the draft agreement has been reviewed with the HEA in December 2023 who have requested additional considerations for inclusion. The submission deadline of the next draft to the HEA is 16 February and it is expected that the agreement will finalised by May 2024 following Governing Body approval. The Chairperson thanked Dr Hayes for his update.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 4. | <p><b><u>Corporate Administration:</u></b></p> <p>4.1 <b><u>Policy approvals:</u></b></p> <p>NOTED Ms Sheridan outlined the review and recommendation for approval as set out by the Policy Review Group in relation to the policies below;</p> <ul style="list-style-type: none"> <li>• Career Break policy</li> <li>• Conflict of Interest policy</li> <li>• Data Governance policy</li> <li>• Data Protection policy</li> <li>• Data Retention policy</li> <li>• Recruitment &amp; Selection policy</li> <li>• Right to Disconnect policy</li> </ul> <p>Mr Lacey expressed his dissatisfaction with the term “Associate Lecturer” as included in the Recruitment &amp; Selection policy and asked that it is removed from the document. Ms Sheridan indicated that she would revert to the relevant policy owners and provide an update on same at the next meeting.</p> <p>AGREED To approve the above policies as presented, with the exception of the Recruitment &amp; Selection Policy, and to upload the updated policies to the website.</p> <p>4.2 <b><u>South East Technological University - Annual Financial Statements (16 months to 31 Aug 2023):</u></b></p> <p>NOTED Mr O’Toole was welcomed to the meeting. He outlined the approval process and timelines undertaken prior to submission to the Comptroller &amp; Auditor General. The Finance &amp; Capital Investment Committee and Audit &amp; Risk Committee have conducted reviews in line with their respective terms of reference. Any significant changes that are identified through the course of the audit will revert for further review and once the audit is complete the Financial Statements will be submitted to the Governing Body for approval. Mr O’Toole provided explanation and clarification regarding some minor queries from the Governing Body. The Chairperson thanked Mr O’Toole.</p> |

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| 4.3 | <p><b><u>Confirmation of review of the Effectiveness of system of internal control:</u></b></p> <p>NOTED Ms Sheridan outlined the process and work carried out by the Audit &amp; Risk Committee whereby assurances have been provided that an effective system of internal control is in place within SETU. These processes include; Risk Management, Internal Audit Reviews, Internal Control Framework, Internal Control Questionnaires, Management Updates and Subsidiary Compliance Reports. Mr Bergin (ARC Chairperson) confirmed that the work programme of the ARC in this regard has been rigorous and structured and the committee has a very high level of confidence in the comprehensive assurances provided. He then requested that the Governing Body confirm that the review of the effectiveness of internal control has taken place for the appropriate period based on the assurances provided.</p> <p>AGREED The Governing Body provided confirmation of the effectiveness of internal control.</p> |
| 5.  | <p><b><u>Academic Council:</u></b></p> <p>NOTED Academic Council Minutes of 14<sup>th</sup> November 2023.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 6.  | <p><b><u>Minutes of GB Committees:</u></b></p> <p>6.1 NOTED Audit &amp; Risk Committee minutes of 21<sup>st</sup> December 2023.</p> <p>6.2 NOTED Finance &amp; Capital Investments committee draft minutes of 5<sup>th</sup> and 20<sup>th</sup> December 2023. Dr Dempsey noted a request to convene a joint meeting of the Audit &amp; Risk and Finance &amp; Capital Investments committee during the course of the year.</p> <p>ACTION To arrange the above meeting as appropriate.</p> <p>6.3 NOTED Nominations Committee draft minutes of 9<sup>th</sup> January 2024.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 7.  | <p><b><u>AOB:</u></b></p> <p>NOTED Ms Sheridan drew attention to a National matter regarding proposed industrial action by TUI members. A ballot is expected to take place this week and the Governing Body will be updated as required.</p> <p>NOTED Mr O'Toole indicated that an additional Governing Body meeting will be required mid-March for the purpose of approval of Budget submission to the HEA.</p> <p>There being no other business to attend to the Chairperson thanked all and closed the meeting at 5.06pm.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |



Signed: \_\_\_\_\_

Date: **27 February 2024**