

Minutes of the 18th Governing Body meeting

Date: Tuesday, 6th June 2023

Time: 4pm – 6.43pm, Haughton Building Boardroom, Carlow campus

Chair: Mr Jim Bergin, Deputy Chairperson

Attendees: Professor Veronica Campbell
Professor Marie-Christine Ho Ba Tho
Mr Kevin Lewis
Ms Pauline Oakes
Dr David Dempsey
Mr Claus Derenda
Mr Richard Lacey
Dr Kathleen Moore Walsh
Mr Ray Ryan
Mr Mark Dunne
Ms Ruth Beadle (via MS Teams)
Ms Louise Grubb (via MS Teams)
Ms Sarah Clarke (via MS Teams)

Apologies: Professor Patrick Prendergast
Ms Quynh Nugyen
Mr Patrick Curtin
Ms Cynthia Ní Mhurchú

In attendance under the Code of Governance:

Ms Elaine Sheridan, Vice President for Corporate Affairs and Finance
Mr Cormac O'Toole, Vice President for Corporate Affairs

In attendance for Agenda Item 4

Dr Derek O'Byrne (via MS Teams)
Dr David Denieffe
Dr Paul O'Leary (via MS Teams)
Dr Yvonne Kavanagh (via MS Teams)

In attendance for Agenda Item 7

Ms Kathryn Kiely, VP External Affairs

Secretariat: Ms Annette Byrne

Item Title	
1.	<u>Chairperson's Opening:</u> 1.1 <u>Welcome & approval of Agenda</u> In the absence and by request of Professor Prendergast, Mr. Bergin accepted the role of Chairperson for this meeting. Confirming the meeting was quorate, he commenced the normal business. He acknowledged that this would be the last meeting of Mr Patrick Curtin and Ms Quynh Nguyen, thanked them for their contribution and wished them well for the future. 1.2 <u>Conflict of Interest</u> NOTED The Chairperson asked members if they had any conflicts of interest to declare particularly associated with items on the meeting agenda. The President indicated a conflict regarding Item 1.6 on the agenda and indicated that she would excuse herself from the meeting during this item. No other members present declared a conflict for this meeting. 1.3 <u>Approval of minutes: 2nd May 2023</u> AGREED To approve the minutes of 2nd May 2023 and to publish on the website. 1.4 <u>Terms of Reference – Nominations Committee</u> NOTED The Chairperson informed the Governing Body that this matter would be addressed later in the meeting once Ms Beadle was in attendance. 1.5 <u>Matters arising (Action Log)</u> 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. 1.6 <u>Report on Presidents Probation</u> NOTED The Chairperson informed the Governing Body that this matter would be addressed later in the meeting once Ms Beadle was in attendance.
2.	<u>President's Section:</u> <u>Report from President</u> NOTED The President reported on a number of matters to the Governing Body as follows: • €3M awarded to SETU by HEA regarding upskilling and Springboard programmes; • EMT has conducted an internal review of PhD scholarship procedures across all SETU campuses and further aligned to enable a recruitment drive which is now underway; • Veterinary Medicine & Pharmacy programme submission – proposals are expected to go to Cabinet this month and once an outcome is known further communication regarding same will be issued to the Governing Body; • Launch of the Strategic Plan in a number of locations. The President expressed her gratitude to the hosts, namely UNUM in Carlow, SunLife in Waterford, Tirlán in Kilkenny and Wexford Arts Center. Also and more recently the global launch of the Strategic Plan at the residence of the Irish Ambassador to USA, Geraldine Byrne Nason, in Washington D.C.; • Recent visits by delegations from British Columbia/Alberta and Georgia/Savannah promoting and expressing interest in staff and student mobility; • Hosted recent meetings with HEA and executive management; • Minister Harris / DFHERIS are in the process of carrying out regional dialogues regarding regional development, access to education and research and are scheduled to meet with SETU at the end of June; • Interview stage for Vice President for Research, Innovation and Impact post scheduled to commence mid-July;

	• A Change Management Professional has been recruited and is expected to commence the position in the coming weeks; • Honorary Degrees – the President updated Governing Body on the status of the Honorary Degree process, noting that Honorary degrees will be conferred during the next graduation ceremonies. The University will continue to promote and publicise this award. The Chairperson thanked the President for her report.
3.	<u>President's Workplan:</u> NOTED The President provided an update regarding the status of tasks outlined in the workplan for the 2022/23 academic year as approved by the Governing Body in September 2022. She identified items listed under Strategic, Governance, Sectoral and Community categories and where items have been completed, in progress, ongoing or deferred. The President indicated that further updates pertaining to executive structures would be forthcoming in September as well as a revised workplan for the new academic year. The Governing Body conveyed gratitude to the President for the extensive engagement, successful delivery and achievements during the year since designation complimenting all on their hard work and commitment. The President in turn extended her appreciation to all who have willingly assisted during this time.
4.	<u>Academic Affairs:</u> <u>Annual Quality Review</u> NOTED Dr O'Byrne, Dr Denieffe, Dr O'Leary and Dr Kavanagh joined the meeting. Dr O'Leary commenced by detailing the context and purpose of the Annual Quality Assurance report informing all that this report sets out quality assurance policies and procedures. The report will be made available on the SETU and QQI websites and assists in endorsing external stakeholder confidence in SETU. Dr O'Leary indicated that the next stage in the process will concentrate on a review of internal quality assurance, policies, procedures & standards, future plans and will also include an institutional review and panel assessment. Dr O'Byrne expressed his gratitude to Dr O'Leary and Dr Kavanagh for their work in this regard. The President also acknowledged that the particular activity provides assurances in the relationship between the Governing Body and Academic Council. Dr Moore Walsh sought clarification regarding the validation of awards and quality assurance in relation to programmes delivered by SETU in China. Dr O'Leary clarified SETU's position in this regard. In concluding the Chairperson thanked all for their attendance and presentation, noting the documents provided.
5.	<u>Capital Update:</u> <u>Waterford Crystal site</u> NOTED Ms Sheridan provided an update to the Governing Body regarding purchase of the former Waterford Crystal site, due diligence processes regarding legal which have commenced and environmental which have been completed with results pending. Heads of Terms have been agreed and currently waiting for contracts to be issued. The HEA have been consulted as appropriate. In the event of legal matters concluding during the summer months, Ms Sheridan indicated it would be appropriate that the Governing Body meets to review the final business case and full transaction before referring the matter to the HEA, Minister and DPENDR for final approval. AGREED The Governing Body unanimously agreed to this request should the need arise.
6.	<u>Corporate Administration:</u>
6.1	<u>Approval of Annual Financial Statements</u> NOTED Ms Sheridan provided the Governing Body with an update in relation to the process of review in line with respective current Terms of Reference carried out by the Finance & Capital Investments and Audit & Risk committees. The accounting periods were highlighted to all as follows; • Institute of Technology Carlow - 8 months from 1 September 2021 to 30 April 2022; • Waterford Institute of Technology - 20 months from 1 September 2020 to 30 April 2022.

	Ms Sheridan also outlined the following; • Standardised reporting formats as per agreed format of accounts template; • Financial Statements include the Corporate Governance Statement and the Statement on the System of Internal Controls; • Significant accounting policies and critical accounting judgements outlined; • Letter of Representation and President's covering letter to accompany the Financial Statements based on prior year templates and updated accordingly; • Time-apportioned income and expenditure basis utilised where appropriate. In providing assurances to the Governing Body, Dr Dempsey endorsed the thorough review conducted by the Finance & Capital Investment committee. Mr Bergin also endorsed the review conducted by the Audit & Risk committee, highlighting a request to review and revise Terms of Reference regarding the ARC's role and responsibility in this regard. Both committees have recommended that the Governing Body grants approval to submit for audit to the Comptroller & Auditor General, the draft Financial Statements of Institute of Technology Carlow and Waterford Institute of Technology for periods, as outlined above, 30 April 2022. In summarising the matter the Chairperson requested approval from the Governing body as outlined. AGREED To submit for audit to the C&AG, draft Financial Statements as per above.
6.2	<u>Conflict of Interest – Annual Report</u> NOTED Ms Sheridan outlined the purpose and requirement to provide an annual report on Conflicts of Interest. A new process to collate this information has been introduced whereby all staff of the university are obliged to declare any perceived conflicts. The process has been aligned to external work activities which require the approval of the President. The response has been very positive, further analysis and follow-up will continue. The Audit & Risk committee have also commissioned an internal audit assignment on this matter. The Chairperson thanked Ms Sheridan for the update.
6.3	<u>Self-assessment Review</u> NOTED Ms Sheridan outlined the requirement to conduct internal and external effectiveness reviews as outlined in the interim Code of Governance. She therefore requested that all Governing Body members complete and submit a self-assessment exercise available via an online tool, with a view to reviewing responses at the September Governing Body meeting. Ms Beadle joined the meeting at 5.15pm, however the Chairperson suggested a short recess for 15 minutes.
Item 1.4	<u>Terms of Reference – Nominations Committee:</u> NOTED The meeting recommenced at 5.30pm. Ms Beadle outlined to the Governing Body amendments to the Terms of Reference for the Nominations Committee in order to incorporate legislative changes as per the HEA Act and arrangements for transition to a new Governing Body. In acknowledging the required amendments Ms Beadle indicated that the Nominations committee is fully supportive in this regard. AGREED To approve Nominations Committee Terms of Reference V2 and upload to the website.
Item 1.6	<u>Report on Presidents Probation:</u> The President excused herself from the meeting at 5.33pm NOTED Ms Beadle outlined the process of review and assessment independently carried out by her and the Chairperson, Professor Prendergast. Following this a review meeting was also conducted with the President in attendance. The outcome of the process is to recommend that the President's probationary period is concluded and further recommends the appointment of Professor Veronica Campbell to the post of President of SETU for a period of 10 years (inclusive of time already served). AGREED The Governing Body unanimously endorsed and were fully supportive of the recommendation put forward by Ms Beadle.

	NOTED Ms Beadle outlined an area of concern that became apparent during the probationary review meeting. This concern relates to duty of care and responsibility for the health, safety and wellbeing of the President and the extensive timetable of events and engagements associated with this role. It was therefore suggested that a suitable provision to support and facilitate travel arrangements for the President is explored. Whilst fully supportive of the duty of care to the President a number of suggestions were cautiously expressed. The requirement to operate under specific Public Sector guidelines on travel was emphasised. A robust discussion ensued. In summarising the discussion, taking all suggestions and opinions on board, the Chairperson suggested that it would be appropriate to explore acceptable options in line with public policy in order to address this matter with a view to reaching a suitable solution by September 2023. The Governing Body was also reminded that subject to an acceptable solution being reached adjustments to the Travel Policy must follow. The Governing Body agreed to pursue the matter as outlined. ACTION: Explore a suitable and acceptable provision regarding travel arrangements relating to the role of the President. The President re-joined the meeting at 6.05pm. The Chairperson confirmed conclusion of successful probationary period, supported by the Governing Body and extended congratulations to Professor Campbell. The Governing Body also congratulated the President accompanied by a round of applause. The Chairperson informed the President of the agreed action relating to travel support with intent to finding an acceptable solution.
7.	<u>Discussion Topic:</u> NOTED Ms Kiely was welcomed to the meeting. She provided a presentation regarding SETU's role in regional engagement in leading the South East as an innovation and learning region. As articulated in the Strategic Plan, Ms Kiely outlined target groups and strategic partnerships that will assist in maximizing regional cohesion and impact across various cohorts including; community and civic, public outreach, Industry, Government departments, public sector bodies and regional development agencies. Ms Kiely continued by providing detail on stages of engagement with external stakeholders and formal advisory boards. In concluding, the requirement to develop a regional engagement plan, construct a cross-campus engagement function and implement a partnership system and communications programme was emphasised to support SETU in being the leading skills provider for the region. The Chairperson thanked Ms Kiely for her presentation.
8.	<u>Academic Council:</u> NOTED Academic Council minutes for 25 April 2023, noting the Annual Quality review report as presented at the meeting.
9.	<u>Minutes of GB Committees:</u> NOTED Audit & Risk committee minutes (11 May & 29 May 2023). Mr Bergin informed the Governing Body that a decision to extend the Internal Auditor provider contract was agreed pending further discussion regarding an Internal Audit function once organisational structures have been agreed. NOTED Finance & Capital Investments committee minutes (26 May 2023). Dr Dempsey referred to International Fees and related Scholarships structure 2024/2025 as approved by the committee indicating that it was suggested that the language used around entry awards is revised. The President indicated that she had discussed the matter with the relevant team and it will be progressed as appropriate. The Governing Body endorsed this matter. NOTED Nominations committee minutes (25 May 2023).
10.	<u>AOB:</u>
10.1	NOTED Protected Disclosures Act 2014 – Annual Report 2022 (SETU, ITC & WIT).

10.2	NOTED SETU Climate Action Roadmap.
10.3	NOTED Proposed dates for Governing Body meetings for 2023/2024. Preference for a 6-week schedule was decided upon however it was suggested that the first meeting of the new term would commence a week later. It was agreed that the revised dates would be circulated to all in the coming weeks.
10.4	NOTED Dr Moore Walsh expressed concern regarding a particular clause included in a contract between the legacy Institute (WIT) and NUIST (Nanjing University of Information Science and Technology). The Chairperson indicated that SETU is committed to the contract currently in place. The President assured all that SETU award is overseen by SETU's quality assurance process and that a taskforce has been established in relation to the partnership with NUIST. Dr Moore Walsh requested that records outlining previous approval of the NUIST contract are made available. There being no other business to attend to the Chairperson thanked all and closed the meeting at 6.43pm.

Signed:  _____

Date: **12 September 2023**