Minutes of the 39th Governing Body meeting

Date:	Tuesday, 17th February 2026
Time:	3.00pm, T&L Boardroom, Cork Rd Campus, Waterford
Chairperson:	Professor Patrick Prendergast
Attendees:	Professor Veronica Campbell
	Ms Ruth Beadle
	Mr Jim Bergin
	Ms Lucy Kate Bosch (via MS Teams)
	Ms Eileen Curtis
	Dr David Dempsey
	Dr Zeta Dooly
	Dr Greg Doyle
	Ms Trish Finegan
	Professor Marie-Christine Ho Ba Tho (via MS Teams)
	Mr Richard Lacey
	Mr Kevin Lewis (via MS Teams)
	Ms Erin Ní Fhoghlú
	Ms Pauline Oakes
	Mr Derek Sheridan
	Ms Louise Walsh
Apologies:	Ms Louise Grubb

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

In attendance by invitation of the Governing Body:
Ms Aisling O'Beirne, Chief Financial Officer

In attendance for Agenda Item 6:
Dr Derek O'Byrne, VP Academic Affairs, Teaching & Learning

In attendance for Agenda Item 7.2:
Dr Derek O'Byrne, VP Academic Affairs, Teaching & Learning

In attendance for Agenda Item 9:
Dr Graham Love, Forvis Mazars

Secretariat: Ms Annette Byrne

Item Title - Section A	
1.	**Chairperson's Opening**:
1.1	Welcome & approval of Agenda NOTED The Chairperson welcomed all to the meeting. The President firstly acknowledged the recent and untimely passing of Fr David Keating, SETU Chaplain, and indicated that a memorial service to honour his memory would take place in the coming weeks. Confirming the meeting was quorate and with approval of the agenda the Chairperson commenced the normal business.
1.2	Conflict of Interest NOTED The Chairperson asked members if they had any conflicts of interest to declare associated with items on the meeting agenda. Dr Doyle declared that he would excuse himself from the meeting for the discussion regarding Item 5.5. No other members present declared a conflict for this meeting.
1.3	Recommendations from Nominations Committee AGREED To accept the recommendation from the Nominations Committee for the appointment of Professor Hannah McGee as an external member of the Governing Body.
1.4	Finance & Capital Investment Committee - Terms of Reference AGREED To approve revised Terms of Reference as presented and to publish on the website.
1.5	Memo - Finance & Capital Investment Committee Membership AGREED To approve that the Chief Financial Officer becomes a member of the above committee.
1.6	Memo re. Chief Financial Officer attendance at GB meetings AGREED To approve that the Chief Financial Officer is in attendance at Governing Body meetings. The Chairperson then welcomed Ms Aisling O' Beirne to the meeting. Ms O' Beirne joined the meeting and provide a brief self-introduction.
1.7	Approval of minutes 13th January 2026 AGREED Subject to a minor amendment, **i**t was agreed to approve the minutes of 13th January 2026 and to publish on the website.
1.8	Matters arising (Action Log) NOTED The Chairperson indicated that matters as noted on the Action Log are in hand or scheduled for future meetings. There were no other matters arising.
2.	**Report from President:** NOTED The President provided the Governing Body with the following updates; • Updates in relation to major Capital Projects including Glassworks; Wexford campus development and Pharmacy & Veterinary facilities noting the appointment of the Design Team as reviewed and approved by the Finance & Capital Investments Committee at their recent meeting; • Organisational structures noting commencement of the Chief Financial Officer in recent weeks; second round interviews for the Chief Academic Officer role scheduled for later in the week; recruitment process for VP Global Partnership underway; expected start date of September 2026 for TU Professor posts; • Updates in relation to Academic matters including engagement with the Veterinary Council of Ireland; quality assurance of Craft Apprenticeship; and CAO Performance noting an increase of 18.6% in L8 first preferences;

	• Establishment of an Optometry Oversight Group and noting that the IT Executive Committee has commenced meetings in recent weeks; • Internal and external engagements attended by the President during this reporting period; • Various events as attended by the President, acknowledging the Students' Union regarding the launch of SETU PERSPECTA, the new student engagement platform; • Acknowledged and extended congratulations to Dr Paul Ryan on his award of Chevalier de l'Ordre des Palmes Académiques by the Ambassador of France to Ireland in recognition of his scholarship in the field of French literature; • SETU News and student success stories during the reporting period. The Chairperson thanked the President for her updates and opened the floor to comments and advice. Dr Dempsey expressed some concern in relation to the timelines regarding submission of the revised Preliminary Business Case for the new campus in Wexford, however it was indicated that an earlier timeline is not realistic. It was also suggested that it would be beneficial to develop an executive summary of the final report of the Wexford Vision Steering Group for sharing with relevant parties in order to assist in the development of the collaborative Preliminary Business Case. ACTION Executive summary to be developed by the Executive.
3.	**<u>University Annual Report 2024/25:</u>** NOTED The VP Governance outlined the statutory obligation to submit the Annual Report to the Minister by 30th June 2026, and advised that the draft presented has been reviewed by the Executive Management Team. The Governing Body provided feedback and additions to enhance the report. They also indicated a preference to produce a limited run of printed copies of the report and suggested that it would be beneficial to consider producing a summary of the report for distribution to stakeholders. AGREED Subject to modifications and minor corrections, it was agreed to approve the University Annual Report 2024/25 prior to submission of same to the Minister by 30th June 2026. ACTION Proceed with the printing of 100 copies of the Annual Report.
4.	**<u>Update - Students Union:</u>** NOTED Ms Ní Fhoghlú provided a presentation in relation to SETU Students' Union activities for Semester 1 for the academic year 2025/26. These included activities during the summer months for the new incoming team regarding preparations for the new academic term as well as campaigns, Class Rep Recruitment, Freshers' Week, Mental Health Week, Upskill Week and Raise & Give Week. Ms Ní Fhoghlú also noted the continuation of rising casework, particularly addressing housing and SUSI grant queries. She also highlighted that a review of the SU constitution is at a final stage. The Chairperson and members of the Governing Body commended Ms Ní Fhoghlú and the SU team on the work and support provided to students during the year.
5. *5.1*	**<u>Governance Matters:</u>** <u>Policy Approvals</u> NOTED The Chairperson outlined the review and recommendation for approval as set out by the Policy Committee in relation to the policies below; NOTED It was suggested to defer approval of the Treasury Management Policy to the next meeting of the Governing Body pending minor amendments regarding the role of the Chief Financial Officer and to make minor amendments to some of the terminology in the policy. AGREED To approve the following policies as presented and to upload these policies to the website;

- Fitness/Preparedness to Practise Policy;
- Student Academic Integrity Policy;
- Supporting Employees with Caring Responsibilities Policy;
- Energy Policy;
- Veterinary Code of Conduct Policy;
- Use of Animals for Research & Teaching Policy.

5.2 Annual Governance Statement (AGS) to HEA

NOTED The VP Governance provided context in relation to the AGS referring to a briefing paper provided that outlines the requirement to provide evidence and confirm compliance or otherwise in relation to a series of reporting and governance requirements. She also advised that a detailed review has been carried out by the Executive Management Team and Audit & Risk Committee at their recent meetings and that the Audit & Risk Committee has requested an independent external review of the AGS process is progressed. The VP Governance drew attention to matters highlighted to the Audit & Risk Committee and for discussion with the Comptroller & Auditor General as considered when approving the draft Statement of Internal Controls in November 2025. The Governing Body were then requested to consider the following;

1. if the number and scope of the internal audits have been appropriate to monitor the internal control environment;
2. if the number of Governing Body meetings was sufficient to discharge the duties of the Governing Body;
3. that the number of ARC meetings (6) is an appropriate level of committee engagement to carry out its duties.

The Chairperson of the Audit & Risk Committee confirmed that a full review of the above has been carried out and that the committee is satisfied to recommend approval of the AGS by the Governing Body.

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 2024-Aug 2025) to the HEA.

5.3 Protected Disclosure Report

NOTED The VP Governance 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 2025.

5.4 Approval for SEAL - Deed of Novation

NOTED The VP Governance advised all that the Finance & Capital Investment Committee had reviewed and received an extensive presentation at their last meeting regarding development activities associated with Optometry and the relationship between SETU and external third parties providing funding. Reminding the Governing Body of the requirement for the Deed of Novation it was confirmed that the Finance & Capital Investment Committee have indicated satisfaction in recommending approval for use of the Seal.

AGREED On the recommendation of the Finance & Capital Investment Committee, the Governing Body granted approval for the use of and application of the Seal on Deed of Novation.

5.5 Approval for SEAL – Deed of Renunciation

NOTED Dr Doyle excused himself from the meeting at 4.33pm. The VP Governance advised that the Finance & Capital Investment Committee had further reviewed and were provided with a presentation by the Head of Innovation & Commercialisation regarding the requirements for a Deed of Renunciation relating to the

	subsidiary Insurtech. It was confirmed that the Finance & Capital Investment Committee have indicated satisfaction in recommending approval for use of the Seal. AGREED On the recommendation of the Finance & Capital Investment Committee, the Governing Body granted approval for the use of and application of the Seal on Deed of Renunciation documents. Dr Doyle rejoined the meeting at this point.
6.	**<u>Honorary Degree Process</u>** NOTED Dr O'Byrne was welcomed to the meeting. He outlined details regarding proposed minor changes to the existing process to accommodate two additional categories of nominees. He also informed the Governing Body of the timelines associated with the upcoming call for 2026. AGREED To approve the updated process for awarding Honorary Degrees as presented.
7.	**<u>Academic Council:</u>**
7.1	NOTED Academic Council minutes of 9th December 2025.
7.2	<u>Academic Council Review</u> NOTED Dr O'Byrne outlined the context regarding a self-assessment review of the Academic Council which was conducted via an online questionnaire to members of Academic Council in October 2025. In doing so he provided a high level summary of the response rate and findings, noting a general satisfaction regarding members' awareness and understanding of their role. Dr O'Byrne indicated that a full analysis of findings will be undertaken by a dedicated working group for the purpose of developing a set of actions and implementation plan to address the findings, which will then be submitted to the Governing Body for approval. Dr O'Byrne acknowledged the work and efforts of Dr Chris O'Riordan relating to this activity. Following discussion, the merit of conducting an external independent review of Academic Council was raised and it was requested that such a process be undertaken. The Chairperson thanked Dr O'Byrne and he left the meeting. AGREED To conduct an external independent review of the Academic Council.
8.	**<u>Minutes of GB Committees:</u>**
8.1	NOTED Audit & Risk Committee minutes of 12th February 2026. Dr Dempsey drew attention to a matter rated as an extreme risk and highlighted that the committee has rejected this rating and have requested a review of same. He also indicated his willingness to address comments related to the performance of the Audit & Risk Committee as highlighted in the Effectiveness review should this be required.
8.2	NOTED Equality, Diversity & Inclusion Committee minutes of 13th January 2026. Ms Beadle provided a brief update on activities and noted dedicated training provided to the committee in January.
8.3	NOTED The Chairperson advised the Governing Body that minutes from the meeting of the Finance & Capital Investment Committee of 5th February 2026 have yet to be finalised, however referred to approval granted by the committee in relation to Item B2, Tender for Veterinary & Pharmacy Building Design Team, noting that the contract value was below the threshold value which would require Governing Body approval in addition to Finance & Capital Investment Committee review.
8.4	NOTED Nominations Committee minutes of 1st February 2026, dealt with under Item 1.3.
8.5	NOTED Policy Committee minutes of 11th February 2026, dealt with under Item 5.1.

9.	**Update – Carlow College:**
9.1	NOTED Dr Graham Love, Forvis Mazars was welcomed to the meeting. Dr Love commenced in referring to a number of reports provided to the Governing Body which outline the due diligence and review processes undertaken regarding Carlow College noting the and risk based approach taken in reviewing the following; • the financial position of the organisation; • Governance and legal matters; • HR review; • Academic profile review; • Services & Supports and IT reviews; • Review of Research matters. A matter for concern regarding the current financial position and projections was highlighted to the Governing Body. The Chairperson then opened the floor to comments from the Governing Body in order to provide beneficial advices to the President and team in taking the engagement regarding this matter forward. NOTED In continuing the discussion and matters outlined above regarding the next phase of engagement, the Governing Body indicated concerns regarding the financial position, staffing matters and course duplication. An extensive discussion on these matters ensued and in providing direction to the process of engagement the following was suggested; • Investigate the potential options available; • Potential use of existing properties and financial costs of developing and updating properties to meet SETU's potential requirements; • Quantify funding required for various options; • Remain cognisant of the positive and established relationships throughout this process.
9.2	Principles NOTED The VP Governance outlined a set of proposed principles to guide and focus the next stage of engagement with Carlow College and to address the protection of learners, implications regarding staffing requirements, use of the physical infrastructure and indemnities. The Governing Body accepted the proposals, and also suggested that it would be appropriate to develop a communication plan for SETU staff regarding this particular matter. It was queried if the staff of Carlow College had been informed by Carlow College management, and it was agreed that this would be brought up at upcoming meetings with the college leadership. The President also agreed that she and the Chairperson would offer to brief the Minister for Further and Higher Education, Research, Innovation and Science on progress regarding the matter. The Chairperson thanked all for their input, in particular to Dr Love and the team at Forvis Mazars for their comprehensive review and assistance.
10.	**AOB:** There were no other matters that required attention.
	SECTION B:
B1.	AGREED To approve the final report of the Wexford Vision Steering Group, noting that the revised preliminary business case would be brought through the relevant governance processes in June 2026 .
B2.	NOTED Tender approval regarding the Veterinary & Pharmacy Buildings Design Team as approved by the Finance & Capital Investment Committee.
B3.	NOTED Minor amendment to a sub delegation regarding interim arrangements pertaining to the legal signatory of grant agreements within the European Commission Portals.

B4.	NOTED Draft minutes relating to SETU DAC and subsidiary companies. There being no other matters to attend to the Chairperson thanked all and closed the meeting at 6.15pm.

Approved: ______________________ **Date:** **<u>31st March 2026</u>**