

## Minutes of the 18<sup>th</sup> Governing Body meeting

**Date:** Tuesday, 12th September 2023  
**Time:** 4pm – 6.15pm, Houghton Building Boardroom, Carlow campus

**Chair:** Professor Patrick Prendergast, Chairperson

**Attendees:** Professor Veronica Campbell  
 Mr Jim Bergin  
 Dr David Dempsey  
 Mr Claus Derenda  
 Mr Richard Lacey  
 Dr Kathleen Moore Walsh  
 Mr Ray Ryan  
 Mr Mark Dunne  
 Ms Cynthia Ní Mhurchú  
 Ms Sarah Clarke  
 Professor Marie-Christine Ho Ba Tho (via MS Teams)  
 Mr Kevin Lewis (via MS Teams)

**Apologies:** Ms Ruth Beadle  
 Ms Louise Grubb  
 Ms Pauline Oakes

**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 3**  
 Dr Graham Love, Mazars

**In attendance for Agenda Item 5**  
 Dr Richard Hayes, Vice President Strategy

**Secretariat:** Ms Annette Byrne

Item Title	
1.	<b><u>Chairperson’s Opening:</u></b>
1.1	<u>Welcome &amp; approval of Agenda</u> Professor Prendergast welcomed all and confirmed the meeting was quorate. He confirmed approval of the agenda and 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 particularly associated with items on the meeting agenda. Ms Sheridan and Mr O’Toole indicated a conflict regarding

<p>1.3</p> <p>1.4</p> <p>1.4.1</p> <p>1.5</p>	<p>Item 3 on the agenda and proposed that they would excuse themselves from the meeting during this item. This was agreed. No other members present declared a conflict for this meeting.</p> <p><u>Approval of minutes: 6<sup>th</sup> June 2023</u>  AGREED To approve the minutes of 6<sup>th</sup> June 2023 and to publish on the website.</p> <p><u>Terms of Reference – Nominations Committee</u>  NOTED The Chairperson informed the Governing Body of a minor amendment to the terms of reference, that being the removal of names of membership and requested approval for same.  AGREED To approve Terms of Reference as presented and to publish on the website.</p> <p><u>Transitional Requirements</u>  NOTED Ms Sheridan outlined details of transitional arrangements regarding membership and Chairperson of the Governing Body as set out in Section 12 A of the revised Technological Universities Act. The matter has been reviewed and discussed in detail by the Nominations committee and therefore have recommended approval of a proposal to ask the Minister to again nominate his three nominees and to approve the regulations.  AGREED To proceed with the recommendation as outlined above and to forward all required documents to the Minister for his approval.</p> <p><u>Matters arising (Action Log)</u>  NOTED The Chairperson suggested that items on the Action Log are taken as read indicating that he would follow up on matters with individuals as required.</p>
<p>2.</p>	<p><b><u>President’s Section:</u></b></p> <p><u>Report from President</u>  NOTED The President informed the Governing Body that there has been a lot of activity over the summer months and reported as follows:</p> <ul style="list-style-type: none"> <li>• <u>Strategic Funding calls:</u> <ul style="list-style-type: none"> <li>▪ TU Research and Innovation Supporting Enterprise (TU RISE €83.7M) to support building research capacity with a focus on regional engagement. SETU intends to submit an application circa €20m;</li> <li>▪ Technological Sector Advancement Fund (TSAF €50m) to support strategic development of the TU sector. SETU intends to target €10m;</li> </ul> </li> <li>• Veterinary Medicine &amp; Pharmacy programme submissions – meetings with the HEA have taken place. A Pharmacy Programme Development Lead will be appointed through HEA funding with capital requirements to follow. Veterinary medicine will become clearer once the Department of Agriculture conclude a workforce planning review. The President has also met with Teagasc representatives in regard to Veterinary Medicine;</li> <li>• NUIST (Nanjing University of Information Science and Technology) – confirmation that all SETU registered students are subject to SETU criteria. Financial aspects and Risk register will be reviewed by the Finance and Capital Investment committee at an upcoming meeting and a legal review of same is expected at the end of September;</li> <li>• <u>Engagement:</u> <ul style="list-style-type: none"> <li>▪ Meeting with IBEC &amp; south east Oireachtas members regarding the upcoming budget (5<sup>th</sup> September 2023);</li> <li>▪ Meeting with DFHERIS and leadership team along with ETBs at a regional dialogue (28<sup>th</sup> June 2023);</li> <li>▪ TU Chairs &amp; Presidents met with Minister Harris regarding student accommodation and sustainable funding (22<sup>nd</sup> June 2023);</li> </ul> </li> </ul>

- The President participated as a panel member on Research Futures event (6<sup>th</sup> July 2023) & Kennedy Summer School (1<sup>st</sup> September 2023);
- Capital matters:
  - Update on former Waterford Crystal site - separate agenda item;
  - Wexford site acquisition has proceeded to the next stage of CPO (Notice to Treat); access to site forthcoming;
  - Corporate Services Building (Carlow campus) - completion date for end of 2023;
  - Green Road (Carlow site) - contracts ready for signing and keys to site acquired. Mr O'Toole requested permission for use of the university seal on contract documents. It was proposed that the President and Mr O'Toole would authenticate the seal as per the legislation. This was granted by the Governing Body;
- Confirmation that a number of Engineering programmes are at various stages of accreditation by Engineers Ireland and updates will be provided if required.

The Chairperson thanked the President for her report and opened the floor to comment and advice. Mr Ryan commended the team who have worked on the retrofit /pathfinder project at the Waterford campus and also requested an update on the status of the PPP Engineering building project. The President informed all that this matter remains a high priority with the HEA. The Governing Body thanked the President for her update indicating their continued assistance and support with activities and initiatives.

### 3. Update on Executive Structures:

NOTED Ms Sheridan and Mr O'Toole absented themselves from the meeting.

NOTED Dr Love was welcomed to the meeting. In providing a summary of the detailed documents distributed in advance to the Governing Body, he outlined a proposed executive structure incorporating a new layer of chief roles Chief Operating Officer (COO), Chief Academic Officer (CAO) and Chief Financial Officer (CFO) reporting to the President. A role titled Vice President for People, Culture & EDI is also proposed. The expectation is that the roles outlined above would be introduced in a phased manner through an open recruitment competition. As it is likely that new roles will require sanction from DFHERIS, it was suggested that this particular process commences without delay. Dr Love also suggested that aspects of implementing Executive Dean and Vice President roles will be drawn from the existing internal pool. The next step in the process, subject to approval, is to proceed to a detailed design phase funded through the TSAF. The Chairperson thanked Dr Love and opened the floor to the Governing Body. The following points were raised during the discussion;

- Clarity on the commercial/income generating element of the business at senior level;
- Clarity regarding title and portfolio of Chief Operating Officer (COO) and Chief of Staff roles;
- Consideration of the proposed Faculty restructure, including rotational positions and obligation to protect staff contracts as per TU Act;
- Further consideration required regarding the reporting structure for Student Experience and VP Research;
- Suggestion that CFO role could incorporate development into this portfolio;

In addressing comments the President and Dr Love provided further context and explanation. The President indicated that many of the issues highlighted by the Governing Body have been considered and included in various iterations during the development process. Discussion was held on many matters, including how the proposed structures were related to ideal structures if there were no constraints, the existence of dual-level reporting to the President (both VPs and Chief Officers), the presence of VP Research outside the academic (CAO) area, and the optimal reporting line for student experience/services. The Chairperson suggested that based on the issues raised in the discussion it would be inappropriate to conclude the matter. He requested that the comments of the Governing Body are taken on board and incorporated into an alternative iteration with a view to further discussion and a final decision at an online meeting of the Governing Body in the

	<p>coming weeks. The President agreed to provide a revision as suggested. The Chairperson thanked Dr Love and he left the meeting.</p> <p>ACTION The President to provide a revised Executive Structure proposal as per comments from the Governing Body.</p>
4.	<p><b><u>Update on purchase of former WC site:</u></b></p> <p>NOTED Ms Sheridan and Mr O’Toole returned to the meeting.</p> <p>Ms Sheridan provided the Governing Body with an update regarding environmental and legal due diligence processes carried out in recent weeks including an additional request from the HEA regarding cost implications. Final reports are imminent and expected to be reviewed by the Finance &amp; Capital Investment committee at their upcoming meeting reminding all that final approval of the site acquisition is dependent on the Department of Public Expenditure, NDP Delivery and Reform (DPENDR) approval. The Chairperson thanked Ms Sheridan.</p>
	<p>The meeting took a short recess at this stage.</p> <p>NOTED On returning the Chairperson extended his congratulations to Mr Dunne who has been elected as the first president of the newly integrated SETU Students Union.</p>
5.	<p><b><u>Implementation Plan for Strategic Plan:</u></b></p> <p>NOTED Dr Hayes was welcomed to the meeting. He firstly recapped on the activities to date regarding the launch of Strategic Plan. In implementing the actions set out in the plan an Executive member will lead each domain and tasks allocated amongst members of the executive team and senior roles. Progress will be monitored on a quarterly basis and supported by oversight from the Governing Body. Dr Hayes outlined progress to date, an indicative timeframe for delivery and key deliverables for 2023-24. The Governing Body indicated that it would be useful if updates are provided via infographics outlining key measures and targets so that progress can be clearly monitored. A student metrics report was also requested. The Chairperson suggested that there are challenges in implementing tasks and deliverables as outlined which requires a suitable organisational structure. The President stressed the importance of maintaining and further developing the work carried out without delay. The Chairperson thanked Dr Hayes.</p>
6.  6.1	<p><b><u>Corporate Administration:</u></b></p> <p><b><u>Policy Approvals</u></b></p> <p>NOTED The Chairperson informed the Governing Body that the Policy Review group has conducted a review of the following policies with minor amendments in some cases and therefore requested approval for same;</p> <ul style="list-style-type: none"> <li>• Risk Management policy;</li> <li>• Protected Disclosure policy;</li> <li>• Equality, Diversity &amp; Inclusion policy;</li> <li>• Email policy;</li> <li>• Acceptable Usage policy;</li> <li>• Intellectual Property policy;</li> <li>• Conflict of Interest policy;</li> <li>• Safety Statement;</li> <li>• Equality Statement.</li> </ul> <p>AGREED To approve all of the above and publish on the website.</p>

6.2	<p><u>Review of Standing Orders</u>  NOTED The Chairperson reminded the Governing Body of an obligation to review Standing orders annually. No further amendments have been requested.</p> <p>AGREED To approve Governing Body Standing orders as presented and publish on the website.</p>
6.3	<p><u>Self-Assessment Evaluation Questionnaire</u>  NOTED Ms Sheridan thanked all for completing the above over the summer months. She advised the Governing Body that responses have been compiled and shared with the Chairperson in the first instance in order to understand feedback received. It was suggested that recommendations for improvement would be drafted and proposed to the Governing Body for consideration. Ms Sheridan also indicated that an external review of effectiveness would be carried out by an independent third party in accordance with the requirements of the Code.</p> <p>ACTION Draft proposals for improvements to Governing Body effectiveness.</p>
6.4	<p><u>DAC resolution</u>  AGREED As recommended by the Finance &amp; Capital Investments committee it was agreed to approve a resolution to dispense with the requirement to hold an AGM in 2023 for the subsidiaries.</p>
7.	<p><b><u>Discussion:</u></b></p> <p><u>Funding for the future</u>  NOTED Mr O'Toole outlined correspondence received from the HEA requesting confirmation of expenditure related to the associated funding allocation. The Chairperson indicated that it is useful for the Governing Body to be aware of the challenges associated with budgeting in the sector. It was agreed confirmation as sought by the HEA would be transmitted.</p>
8.	<p><b><u>Academic Council:</u></b></p> <p>NOTED Academic Council minutes 23<sup>rd</sup> May 2023.</p>
9.	<p><b><u>Minutes of GB Committees:</u></b></p> <p>NOTED Nominations committee minutes 30<sup>th</sup> August 2023.</p> <p>NOTED Policy review group minutes 6<sup>th</sup> September 2023.</p>
10.	<p><b><u>AOB:</u></b></p> <p>NOTED The President presented a report outlining the recommendation of Mr Tony Murphy to the role of Head of Lifelong Learning.</p> <p>AGREED To accept and approve the recommendation outlined above.</p> <p>There being no other business to attend to the Chairperson thanked all and closed the meeting at 6.15pm.</p>

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



Date: **4 October 2023**