

## Minutes of Special Governing Body meeting

- Date:** Wednesday, 4<sup>th</sup> October 2023  
**Time:** 4pm – 6.15pm, via MS Teams
- Chair:** Professor Patrick Prendergast, Chairperson
- Attendees:** Professor Veronica Campbell  
 Mr Jim Bergin  
 Ms Ruth Beadle  
 Dr David Dempsey  
 Mr Claus Derenda  
 Mr Richard Lacey  
 Ms Louise Grubb  
 Dr Kathleen Moore Walsh  
 Mr Ray Ryan  
 Mr Mark Dunne  
 Ms Cynthia Ní Mhurchú  
 Ms Sarah Clarke  
 Mr Kevin Lewis
- Apologies:** Professor Marie-Christine Ho Ba Tho  
 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 2**  
 Dr Graham Love, Mazars
- Secretariat:** Ms Annette Byrne

Item Title	
1.	<b><u>Chairperson’s Opening:</u></b>
1.1	<b><u>Welcome &amp; approval of Agenda</u></b> Professor Prendergast welcomed all and thanked them for making the time to attend the special meeting. He confirmed the meeting was quorate noting an additional item added to the agenda regarding approval relating to purchase of 20.3 Acres of the former Waterford Crystal site.
1.2	<b><u>Conflict of Interest</u></b> 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

1.3	<p>Item 2 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: 12<sup>th</sup> September 2023</u>          AGREED To approve the minutes of 12<sup>th</sup> September 2023 and to publish on the website.</p>
2.	<p><b><u>Revised Executive Structures:</u></b></p> <p>NOTED Ms Sheridan and Mr O’Toole absented themselves from the meeting.</p> <p>NOTED Dr Love was welcomed to the meeting. The President commenced by thanking the Governing Body for accommodating the special meeting and made reference to documents circulated which have been updated to reflect feedback received during a discussion on the matter at the Governing Body meeting of 12<sup>th</sup> September 2023. In providing a summary of the changes, Dr Love outlined the following;</p> <ul style="list-style-type: none"> <li>• Chief Officer titles amended to Senior Vice President (SVP);</li> <li>• The number of Vice President (VP) and Chief Officer roles (SVP) roles reporting directly to the President has been reduced to 4;</li> <li>• Responsibility for certain commercial functions reporting directly to the SVP Operations;</li> <li>• Research activity considered an academic activity and VP Research, Innovation &amp; Impact role reporting directly to SVP Academic;</li> <li>• Chief of Staff title renamed to University Secretary &amp; President’s Directorate with responsibility for Governance and associated activities;</li> <li>• VP Financial Control role created;</li> <li>• “Engagement” placed under “Regional Affairs” within President’s Directorate.</li> </ul> <p>Dr Love indicated that the revised leaner structure provides a more cohesive configuration with fewer direct reports to the President. He outlined the next steps and timelines, and pending Governing Body approval, proposed to proceed to Phase 2 <i>i.e.</i> Detailed Design and a process to implement interim structures whilst awaiting sanction from DFHERIS and DPER in relation to the proposed Senior VP roles. He also indicated it is the intention to implement a process to assign VP portfolios, where appropriate, and develop a process for appointment of Executive Dean roles in the coming months. The Chairperson thanked Dr Love and opened the floor for comments and advice.</p> <p>The Governing Body, whilst supportive of the leaner revisions and improvements, raised a number of points including the requirement to clarify pension entitlements in relation to the rotational Executive Dean roles and the need to consider the relationship between the student experience portfolio and academic matters. It was suggested that the interim arrangements might be supported through the appointment of time-limited expert consultancy. Governing Body members supported this suggestion acknowledging the time period anticipated between approval of senior posts and completion of an international open recruitment competition. The President proposed to move forward via a consultancy mechanism in line with public procurement guidelines. It was also proposed that the President would continue to oversee all Academic matters until such time as an SVP Academic was appointed.</p> <p>In summarising, the Chairperson proposed the following;</p> <ul style="list-style-type: none"> <li>• approval of the revised Executive Structures as presented;</li> <li>• President to continue to oversee all Academic matters until such time as an SVP Academic is appointed;</li> <li>• Commence a procurement process to hire appropriate external consultancy to support any gaps that exists until sanction for proposed senior posts is granted;</li> </ul> <p>The Chairperson thanked all for their input into the discussion. He thanked Dr Love for his attendance and he then left the meeting.</p>

NOTED Mr Bergin and Ms Beadle left the meeting at 6pm however indicated their full support for Item 3 on the agenda.

**3. Purchase of former WC site:**

NOTED Ms Sheridan and Mr O'Toole returned to the meeting.

The President opened the discussion by recapping on the opportunity that a new University & Enterprise Quarter offers to support innovation in the south east region, as well as developing new and existing relationships with business, industry and research. Regular meetings with external partners are ongoing to ensure an aligned vision and complementary commercial development on the site. Ms Sheridan outlined a number of support documents as provided to the Governing Body which had been reviewed and discussed in detail by the Finance & Capital Investment committee on 27<sup>th</sup> September 2023. The documentation included details of HEA approval, environmental due diligence and the assessment categories outlined in a final business case. It was noted that the Finance & Capital Investment committee have recommended consideration of same by Governing Body with a view to granting approval to proceed to the next stage of the site acquisition process. Pending approval by Governing Body, the next step is to submit relevant documentation to the HEA in order to seek final approval from the Minister of Department of Further and Higher Education, Research, Innovation and Science, in consultation with Department of Public Expenditure, NDP Delivery and Reform. The Chairperson opened the floor for comment recognising the detailed review that had been conducted by the Finance & Capital Investment committee.

AGREED Unanimous support from the Governing Body to approve and proceed with the necessary external approval requirements. The Chairperson commended Ms Sheridan and her team on the very comprehensive and thorough work carried out, indicating that the President and Ms Sheridan would bring the Governing Body's decision to the attention of the HEA and DFHERIS.

**4. AOB:**

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

**Signed:**



**Date:** 24 October 2023