

Minutes of the 3rd Governing Body meeting

Date: Thursday, 12th May 2022
Venue: SETU Carlow Campus
Time: 4.00pm

Chair: Professor Patrick Prendergast
Attendees: Mr Jim Bergin
 Mr Kevin Lewis

Apologies: Ms Ruth Beadle

In attendance by invitation of the Governing Body:
 Professor Veronica Campbell (Incoming President)

In attendance under the Code of Governance:
 Ms Elaine Sheridan (Joint Secretary to the Governing Body)
 Mr Cormac O'Toole (Joint Secretary to the Governing Body)

Secretariat: Ms Mary Clare Coogan & Ms Annette M. Byrne

Item Title	
1.	<p><u>Chairperson's Welcome</u></p> <p>a. The Chair welcomed members to the first in-person meeting of the Governing Body of SETU and welcomed Mr Lewis who joined remotely. Confirming the meeting was quorate, he commenced the normal business.</p> <p>NOTED It was confirmed by members that they did not have any particular conflicts of interests or conflicts of loyalty to report.</p> <p>b. <u>Approval of minutes: 1st May 2022 & 3rd May 2022</u> <u>Minutes of 1st May 2022</u> AGREED To approve the minutes of 1st May 2022.</p> <p><u>Minutes of 3rd May 2022</u> Prof Campbell referred to the last line of Item 1 d. where it states '<i>Consult with regards to election processes pre academic holiday period</i>' and suggested this be re-worded to '<i>Consult with regards to election processes before the end of the academic term.</i>'</p> <p>AGREED To approve minutes of 3rd May 2022, subject to the above suggested amendment. NOTED The Chair informed all that once meeting minutes have been approved, they would be published on the SETU website with redactions if appropriate. ACTION Minutes of the 1st May & 3rd May to be uploaded to SETU website (AB/MCC).</p>

Matters arising

NOTED Ms Sheridan referred to the Child Protection Policy and Health & Safety Statement that were approved at the last meeting. She informed the board that some of the unions have advised that they had not concluded their consultation sessions on both of these documents. A discussion followed where it was acknowledged it was a legal requirement, and would be remiss of the Governing Body not to have a Child Protection Policy and Health & Safety Statement in place. It was also confirmed that increased control around the pre-approval process has been outlined to respective groups, and that if substantial amendments are required to these particular policies on completion of the consultation process, they will be re-submitted to the Governing Body for consideration. In the meantime, both policies stand fully approved as per our previous decision.

NOTED The Chair asked if there was any update on Academic Council. Prof Campbell advised she had met with both VP's for Academic Affairs regarding the interim Academic Council, and they are working on terms of reference for some sub-committees that are required to be established for the interim business that needs to be attended to over the next number of weeks. They also discussed the establishment of the design committee in terms of the membership, and the types of people and roles that would be expected to be key to that committee. A proposal will be brought to the next meeting of the Governing Body for consideration.

The Chair emphasised that under the TU Act, the Academic Council carries out its functions under Governing Body and it is therefore appropriate that the Governing Body approves any such proposal. He further advised that when the Academic Council is established, minutes of all meetings and reports on its actions will be brought to Governing Body.

c. Minutes of previous GB meetings 28th April 2022

The minutes of the final meetings of the Governing Bodies of Institute of Technology Carlow and Waterford Institute of Technology which took place on the 28th April 2022 were circulated to the board for noting.

2.

Corporate Administration

a. Staff & Student representation process (in attendance)

NOTED Ms Sheridan presented this item to the board and advised that the document had been prepared by the VP's for Corporate Affairs as requested at the last meeting. Ms Sheridan stated that the purpose of the document was to consider the options available to facilitate the attendance of staff and students in an observer capacity at the first meetings of Governing Body ahead of the appointment of the full Governing Body which is expected to come into place in six months' time.

There were four options to determine numbers attending as observers and these were outlined in Section 4 of the document as follows:

- i. Maintain the structure of the first transitional Governing Body.
- ii. Invite one staff member from each of the relevant categories (3).
- iii. Invite staff members in line with the legislation (8).
- iv. Invite staff members in line with requests (6).

Ms Sheridan added that while the students had not directly requested representation, it could be deemed appropriate for them to have representation as observers also.

Mr O'Toole stressed that the intention here is to try and facilitate for staff and students to be in attendance. He brought member's attention to Section 5 of the document where it outlines the Process for Nominating representation as observers. He advised there is a pool of academic staff, professional management support staff, and students from the two legacy institutions who had been elected, and in terms of representation, he suggested that this could possibly be the pool that we would look at.

A discussion followed where the board indicated they would be happy to support whatever Prof Campbell's preferred option would be, as this is an integration process and change process, and they felt this period of

change needs to be managed very carefully. Prof Campbell advised her preferred option would be option four as outlined above. This would mean that a total of 6 people would be invited in an observer capacity: 2 academic staff, 2 non-academic staff and 2 students. She stated she felt it should be clearly outlined to the staff and students what their obligations are as observers, and that this arrangement will only remain in place until such time as we have the composition of the new Governing Body.

AGREED To unanimously approve the proposal as presented and invite staff members in line with requests.

ACTION To invite 2 academic staff members, 2 non-academic staff members and 2 students to attend Governing Body meetings as observers, following the process outlined in Section 5 of the document presented. Staff to be advised that gender balance should be achieved (ES/COT).

b. Nominations committee (re External members)

NOTED Ms Sheridan presented this item to the board, and stated that the purpose of the paper was to outline the process for the appointment of external members as per section 12 (h) of the Technological Universities Act 2018. The specific legislative requirement is that at least 3 but not more than 8 external members, at least one of whom has expertise in standards and practice in higher education outside the State, nominated by a committee of the Governing Body. Ms Sheridan advised that the legislation allows us to put in place a Nominations Committee comprised of the Chair plus two other members of the Governing Body who would consider how we populate the additional members on to the committee. This would include developing a competency framework for consideration by that committee, who would then have to consider the process for the appointment of people on to the Governing Body. If the board are in agreement with putting a Nominations Committee in place, the terms of reference for that committee will then be created and brought back to the Governing Body for consideration.

The Chair stated that although he hadn't had the chance to talk to members in advance, he proposes Mr Lewis and Ms Beadle to serve on that committee, subject to Ms Beadle being willing to serve. He further stated that we should make a great effort to get the kind of people to help SETU achieve its mission and give advice. He made reference to people from different industries, and people from the TU sector outside of Ireland that could perhaps bring a new perspective also.

AGREED To approve the proposal to create a Nominations Committee comprising in the first instance of the Chair, Mr Lewis and Ms Beadle. The joint Secretary to the Governing Body will support this committee and the President will be in attendance.

ACTION Draft Competency Framework and Terms of Reference for Nominations Committee to be brought to next Governing Body meeting for consideration (ES/COT).

NOTED The HEA would be informed of the proposed process for the Nominations Committee once agreed.

c. Administrative address

NOTED Ms Sheridan advised that as we are now registering one entity, for operational reasons, and for a number of processes, a decision is required to be made on identifying an administrative address for SETU. She stressed that this discussion was not about a headquarters, and although she was conscious that this was a very sensitive matter, the issue cannot be avoided any longer. Prof Campbell stated she had no preference around this, but understood for administrative purposes that this is required. She acknowledged that regardless of which address is decided upon, it could be thought of in a way that it shouldn't, and we would need to communicate exactly what the function of an administrative address is and make it clear it is not a headquarters.

The Chair proposed that we do this on a rotating basis starting with the Waterford Campus for two years, and then the Carlow Campus for the next two years. Mr Bergin stated it would be very important that we decouple any talk of a head office versus a registered location or administrative address. He further stated that at this stage, the Governing Body does not envisage a head office, and that there will be significant mobility of the management team between the campuses.

<p>d.</p>	<p>AGREED After all possible angles were discussed, it was unanimously agreed that the administrative address of SETU will be Cork Road, Waterford. This decision will be reviewed in 2 years with a view to rotating to the Carlow Campus.</p> <p>Arrangements for participating in European Projects (incl. Horizon Europe)</p> <p>NOTED Ms Sheridan presented this item to the meeting. She stated that this matter would not normally be brought to the Governing Body for consideration, but in light of the fact that Prof Campbell has not yet formally taken up the post of President and we do not have delegations, therefore this matter needs Governing Body approval. In summary, this is an administrative process that allows the University to apply for EU funding and manage EU funding. It is a portal where all of the information is uploaded to, where we monitor our progress in terms of activity on projects and in terms of the funding allocated. There are two steps required in order to get the portal up and running. The first requirement is to identify a legal representative, and Ms Sheridan advised that the scope has been narrowed on this to say that we are identifying a legal representative for the purposes of this particular process and for no other reason. Then the legal representative will identify the person that we know as the LEAR.</p> <p>AGREED That until such a time as the President takes up her position, Ms Sheridan is authorised to legally represent SETU for this purpose only.</p>
<p>3.</p>	<p>Policy Approvals</p> <p><u>Equality, Diversity & Inclusion Policy</u></p> <p>NOTED The VP's for Corporate Affairs presented this policy to the board. They referred to last week's Governing Body meeting where the Equality Statement was approved by the board, and the request for an update in relation to consultation on the broader EDI policy. They advised that the policy is signed off by all of the staff representative groups and that the consultation process was outlined in the policy. They further advised that this was an area that was constantly evolving, with a massive scope, and it was likely that there would be new developments of the policy almost on a regular basis.</p> <p>A discussion took place where a number of clarifications were sought, and three queries in particular were raised:</p> <ol style="list-style-type: none"> 1. Section A 1.3 Consultation: Were students involved in the consultation process? 2. Section D 6.7 Resources; Information, Advice and Support: Have the designated contact persons referred to been identified and trained? 3. How can we ensure external contractors who work on campus are aware and abide by this policy? <p>As full answers could not be given to these clarifications, it was decided to defer approval of the policy as presented.</p> <p>AGREED The VP's for Corporate Affairs were requested to provide feedback to the executives who drafted this policy and ask them to consider how to implement the policy, particularly regarding external visitors, customers etc. as per Section 1.2 and present at the next meeting.</p>
<p>4.</p>	<p>AOB</p> <p><u>Schedule of meetings from June 2022</u></p> <p>NOTED The next meeting will take place on Thursday 24th May at 4.00 pm. It was agreed that meetings would continue to take place on Tuesdays at 4.00 pm.</p> <p>ACTION That a doodle poll be set up and circulated to members of the board (AB/MCC).</p> <p>NOTED The Chair advised that going forward, Prof Campbell will present a report to the Governing Body at its meetings, commencing after her formal appointment in July. He also advised members that a comprehensive review of finance would be presented to the meeting of 31st May.</p>

NOTED Ms Sheridan informed the board that Grant Thornton, who are managing the change process, would present an update at the next meeting on the 24th May. She further advised that she would contact Mr Seamus Given, Arthur Cox regarding his availability for this meeting also.

NOTED The Chair advised he had been invited to the Joint Committee on Education, Higher and Further Education, Research, Innovation and Science to discuss the TU's on Tuesday 17th May. All Chairpersons of Governing Bodies of the Technological Universities (with the exception of TU Dublin) have been invited to attend and he will report back to the Governing Board at its next meeting.

There being no other business to attend to, the Chair closed the meeting at 5.20 pm.



Signed: _____

Date: 24 May 2022

Professor Patrick Prendergast