

## Minutes of the 7<sup>th</sup> Governing Body meeting

**Date:** Tuesday, 26th July 2022  
**Time:** 4.00pm, via MS Teams

**Chair:** Professor Patrick Prendergast

**Attendees:** Professor Veronica Campbell, President  
 Mr Kevin Lewis  
 Mr Mark Dunne  
 Mr Patrick Curtin

**In attendance by invitation of the Governing Body as Observers:**  
 Ms Louise Walsh, Academic Staff  
 Mr David Kane, Professional Management Support Staff

**In attendance under the Code of Governance:**  
 Ms Elaine Sheridan, Vice President for Corporate Affairs & Finance  
 Mr Cormac O’Toole, Vice President for Corporate Affairs

**Apologies:** Mr Jim Bergin  
 Ms Ruth Beadle  
 Mr Claus Derenda

**Secretariat:** Ms Annette Byrne

Item Title	
1.	<p><b><u>Chairperson’s Welcome</u></b>            Prof Prendergast opened the meeting welcoming all. Confirming the meeting was quorate he commenced the normal business.</p> <p><b><u>Conflicts of Interest</u></b>  <b>NOTED</b> It was confirmed that members and observers did not have any conflicts of interests or conflicts of loyalty to report. The President indicated that it would be appropriate that she does not participate in the conversation pertaining to Item 3e. on the agenda and would absent herself from the meeting for the duration of this particular discussion.</p> <p><b><u>Approval of Minutes of 12<sup>th</sup> July 2022</u></b>  <b>AGREED</b> To approve the minutes of 12<sup>th</sup> July 2022.</p> <p><b><u>Matters arising</u></b>  <b>NOTED</b> The Chair sought clarification regarding the availability of a “green paper” referred to in the presentation provided by the VP Research &amp; Innovation at the last Governing Body meeting. The President proposed that this matter is considered a “work in progress” for the moment and that now that she is in situ she is working through the formation of appropriate executive structures and</p>

	<p>processes that will outline the correct channels and pathways that will enable the availability of such documents to the Governing Body.</p> <p>NOTED Referring to the suggestion of Academic Council minutes being published on the website the President requested that student's names are anonymised in advance of publication. Mr Lewis sought clarification regarding approval of Academic Council minutes by of the Governing Body. It was suggested that previous decisions taken in relation to this would be reviewed in order to provide clarity on the matter. The Chair expressed a preference for presentation of Academic Council minutes by the President as being tabled as an agenda item for each meeting. The President indicated that going forward she would be agreeable to this suggestion as she will be chairing Academic Council meetings.</p> <p>NOTED Ms Sheridan drew attention to correspondence sent from PMSS union representatives to the Chair and subsequently directed through VPs for Corporate Affairs for the attention of the Governing Body. She outlined the request contained within the correspondence asking Governing Body to reconsider the decision regarding observers related to the identification of the second PMSS representative until formal elections take place at the beginning of the new academic year. The Chair then asked members for their suggestions in order to provide a solution to the matter. The President suggested that the matter is referred to the Nominations Committee to deal with at their meeting in the coming days. Mr Lewis enquired as to the status of the current relationships with union groups. It was indicated that relations are generally good recognising the significant period of change being experienced presently. The President informed all that she has scheduled an informal meeting with staff representative groups at the beginning of the new academic year.</p>
<p>2.</p>	<p><b><u>Presidents Update</u></b></p> <p>NOTED The President commenced by informing all that she had formally taken up the position as President on July 18<sup>th</sup> and since then has spent time meeting key staff members as well as external stakeholders from industry, business, local councils and politicians with the intention of continued engagement in order to develop relationships across the region. Prof Campbell is currently in the process of convening meetings of the interim executive including the development of terms of reference for this particular group in order to assist and support the development of SETU. Further updates included;</p> <ul style="list-style-type: none"> <li>• A tender has been issued for professional advice pertaining to the Strategic Plan process and future organisational structures;</li> <li>• Acknowledged the work of the PMO (Project Management Office) in coordinating and planning TUTF funding reports highlighting the need for continued support in this regard to enable ongoing integration and alignment;</li> <li>• NTUTORR project which comprises of a consortium of all TU's who have been recently awarded €37M under the Next Generation EU initiative, highlighting the opportunity for SETU to access a proportion of this funding to assist the development in a number of key strategic areas including digitalisation;</li> <li>• Consultation paper issued by DFHERIS on a unified education system. The VP Strategy is currently preparing a submission for same with input across the executive;</li> <li>• SETU currently in the process of identifying and offering facilities to support emergency accommodation for people arriving from Ukraine as part of a multi departmental approach from Government. Consideration is also being given to long term options however remaining cognisant of the needs of SETU students.</li> </ul> <p>The Chair and members thanked the President for her updates.</p>
<p>3.</p> <p>a.</p>	<p><b><u>Corporate Administration</u></b></p> <p><b><u>Banking Arrangements &amp; Mandates</u></b></p> <p>NOTED Mr O Toole outlined the purpose and requirement for the above including authorised signatories, thresholds and controls.</p>

<p><b>b.</b></p>	<p><b>AGREED</b> Approval of Banking arrangements and mandates as presented.</p> <p><u>Recruitment – Proposed Staff Appointments</u></p> <p><b>NOTED</b> Ms Sheridan referred to documents provided, Staff Appointments (for approval) Staff Progression (for approval) and Staff Requests (for information and noting purposes only) informing all that a review of same has been conducted with the President.</p> <p><b>AGREED</b> To approve Staff Appointments and Progression as presented noting that these have been reviewed in advance by the VPs Corporate Affairs with the President.</p> <p><b>c.</b> <u>Delegation</u></p> <p><b>NOTED</b> Ms Sheridan reminded all of a recent information session provided by Seamus Given from Arthur Cox highlighting the function of the Governing Body in terms of staffing matters. It was therefore proposed to delegate this function to a certain level to the President in line with the document presented. It was noted that a minor amendment is required in Recruitment &amp; Selection policy to allow for the delegation. A brief discussion on the matter ensued and whilst support for the proposal was shown, the Chair suggested that it would be appropriate to include an additional paragraph outlining that onward delegation by the President to a specified SETU staff member is not permissible.</p> <p><b>AGREED</b> To accept the proposed delegation subject to the inclusion of a clause regarding sub delegation as outline above.</p> <p><b>ACTION</b> Revision of proposed delegation document and Recruitment &amp; Selection policy to include suggestions above (ES).</p> <p><b>d.</b> <u>Appointment of Chair of Audit &amp; Risk Committee</u></p> <p><b>NOTED</b> The Chair in referring to Terms of Reference for the Audit &amp; Risk Committee outlined that proposal for a Chair of this committee is incumbent upon a joint nomination from the Governing Body Chair and the President. He along with the President therefore recommended Mr Jim Bergin to this post acknowledging Mr Bergin’s willingness to accept and serve.</p> <p><b>AGREED</b> To appoint Mr Bergin as the Chair of the Audit &amp; Risk Committee.</p> <p><b>e.</b> <u>Travel Expenses</u></p> <p><b>NOTED</b> The President absented herself from the meeting for the duration of the discussion on this particular item. Mr O Toole outlined that in the interim period until a Travel Policy, developed in line with departmental circulars and relate to all staff of the university is agreed and approved by the Governing Body operational and governance oversight pertaining to the expenses of the President will be with the VP Corporate Affairs and the Chairperson of the Governing Body. The Governing Body will also be kept informed of such outlays on a periodical basis.</p> <p><b>AGREED</b> To approve travel expenses proposal as outlined.</p>
<p><b>4.</b></p> <p><b>a.</b></p>	<p><b>Policy Approvals</b></p> <p><u>Code of Conduct for Staff Members</u></p> <p><b>NOTED</b> Dr Neil O Sullivan, Ms Hurley and Ms Lane were welcomed to the meeting. Following discussions regarding the above at the previous meeting Dr O Sullivan outlined amendments incorporated following recommendations from the Governing Body and on examination of similar policies in the university sector. Whilst the word “loyalty” remains within the proposed document it is clearly linked to the tenets of academic freedom.</p> <p><b>AGREED</b> To approve the Code of Conduct for Staff members as presented.</p>

NOTED The Chair referred to version control details on all policy documents suggesting that a standard format is adopted for all following Governing Body approval and prior to publishing same on the SETU website.

**b.** ACTION Post Code of Conduct for Staff to the web.

Voluntary Campus Transfer Policy & Procedures

NOTED Ms Hurley led the presentation regarding the above outlining the purpose for such policy in promoting a healthy and positive workplace across all SETU campuses. She also indicated that standard operating procedures for the application of the policy have been drafted to enable staff access voluntary transfer opportunities. It was suggested that the policy would initially run as a pilot for a period of three years with annual reviews conducted. The Chair thanked Ms Hurley and opened the matter for discussion during which it was clarified that a policy regarding non-voluntary transfer of staff by managers has not been brought forward for discussion. Ms Walsh highlighted that a Memorandum of Understanding exists and references this matter. The President welcomed the pilot scheme acknowledging the advantages it holds for the professional and personal needs of SETU staff and suggested that when annual reviews are carried out it would be beneficial to provide statistics indicating how many staff access the opportunity. Mr Lewis sought clarification regarding staff rights in terms of employment before and following SETU designation. Ms Hurley explained that the option would be available to all staff regardless of location; however a base location is required in all contracts.

AGREED To approve the Voluntary Campus Transfer Policy & Procedures as presented. The Chair thanked the HR managers for their attendance and presentation and they left the meeting.

**c.** ACTION Post Voluntary Campus Transfer Policy to the web.

Protected Disclosures Policy

NOTED Ms Green and Ms Morrissey were welcomed to the meeting. Ms Morrissey commenced by outlining the requirement for a Protected Disclosures policy in line with relevant legislation (Protected Disclosures Act 2014). She continued by informing all of a pilot programme within the education sector whereby SETU has partnered with Transparency International Ireland (TII). The Integrity at Work programme provides a pledge, which will be considered at a later stage, and access to training and supports for staff and employers and ensures that best practices are conducted at all times. It was outlined that the policy as presented had been developed with the assistance of TII and has been through a robust process of union consultation. Ms Green continued informing the Governing Body that the area of Protected Disclosures is currently being developed in line with the Protected Disclosures (Amendment) Bill 2022. However, she also outlined the changes that are expected, indicating that these will be incorporated into the policy once the new legislation is enacted. Ms Green provided details of key points of the policy including definitions of relevant wrongdoings, protections available, process for addressing anonymous disclosures, internal and external processes in particular the role of the Chair of the Audit & Risk Committee in dealing with such matters. The President thanked Ms Morrissey and Ms Green for the presentation however queried what training is delivered and what supports are available to the ARC Chair. Ms Green provided further details in relation to these matters. The Chair thanked Ms Green and Ms Morrissey for their attendance and presentation and they left the meeting.

AGREED To approve the Protected Disclosures Policy as presented.

**d.** ACTION Post Protected Disclosures Policy to the web.

SETU Email Policy & IT Acceptable Usage Policies

NOTED In referring to the IT Acceptable Usage policy, Mr O Toole indicated that all feedback and comments provided by Governing Body members at the previous meeting have been incorporated into the revised policies presented today acknowledging no significant changes in terms of content.

**AGREED** To approve the Email Policy and IT Acceptable Usage Policy. The Chair expressed his gratitude to the IT manager for attending to revisions as recommended by the Governing Body.

**ACTION** Post Email Policy & IT Acceptable Usage Policies to the web.

**e.** Research Policies (Conflict of Interest, Intellectual Property & Consultancy)

**NOTED** Dr Mark White and Dr James O Sullivan were welcomed to the meeting. Dr White commenced by outlining the purpose and requirement for such policies, the process of review and development of the policies. External reviews have also been conducted via IP Pragmatics and also in relation to the previous policies and practices Higher Education Authority (HEA) and Knowledge Transfer Ireland (KTI). Dr O Sullivan continued by providing detailed presentations regarding the Conflict of Interest, Intellectual Property and Consultancy policies outlining policy headlines, objectives and procedures, purpose and goals of each policy, compliance requirements and alignment with national policy and protocols in this domain. Dr White provided further detail regarding executive sub committees (Commercialisation & Conflict of Interest) who will provide periodic reports on commercial activity through the executive management team to the President and onwards to the Governing Body. Ms Sheridan suggested that it would be beneficial to include a flowchart in the appendix of the policies outlining appropriate governance structures. The President thanked both for their presentations and put forward a number of areas requiring further clarity or consideration including terms of reference, membership, licensing and division of income, oversight of Governing Body.

The Chair and President thanked all for their input. Dr White informed the Governing Body of a potential risk of not having such policies in place. He indicated that some activities are on hold until formal approval is achieved. The President indicated that the Governing Body will convene again in early September therefore providing adequate time for review and revision as per the discussion in time for re-submission in September. The Chair thanked Dr White and Dr O Sullivan for their attendance and they both left the meeting.

**NOTED** The Chair indicated some reservations in relation to the matters presented and discussed and stressed the importance of implementing the appropriate structures in order to support compliance and governance issues.

**6.** AOB

**NOTED** During the course of the meeting Ms Sheridan informed the Governing Body that just as today's meeting had commenced, correspondence was received from the HEA in response to a letter sent to them from SETU regarding external Governing Body member competencies. The response has indicted approval for same however recommends that two additional competencies as per request of the HEA are also included. It was indicated that this would be shared with the Governing Body and members of the Nominations committee for their upcoming meeting on Friday.

**NOTED** Academic Council minutes (circulated for information). The President drew attention to the SETU Quality Framework indicating that this is to be tabled as a separate agenda item at a future meeting of the Governing Body.

**NOTED** Proposed date of the next meeting and thereafter. Suggested to move to a monthly schedule of the first Tuesday of every month commencing September 6<sup>th</sup> from 4 to 6pm. It was also suggested that as the meeting on September 6<sup>th</sup> will include a Capital presentation and update and therefore proposed that this would take place at the SETU Waterford campus at 3pm to facilitate a potential site visit.

**NOTED** There being no other business to attend to the Chair thanked all and closed the meeting at 6.12pm.



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

Date: 6 September 2022

**Professor Patrick Prendergast**