

Minutes of the 2nd Governing Body meeting

Date: Tuesday, 3rd May 2022
Time: 4.00pm, via MS Teams
Chair: Professor Patrick Prendergast

Members: Mr. Jim Bergin
 Ms. Ruth Beadle
 Mr. Kevin Lewis

In attendance: Professor Veronica Campbell, Incoming President
 Ms. Elaine Sheridan, Joint Secretary
 Mr. Cormac O'Toole, Joint Secretary
 Mr. David Denieffe, Items 4 & 5a
 Dr. Derek O'Byrne, Items 4 & 5a

Secretariat: Ms. Annette Byrne

Item Title	
1.	<p><u>Chair's Welcome & Opening Statement</u></p> <p>a. The Chair welcomed all and commenced normal business as the meeting was quorate.</p> <p>NOTED It was confirmed by members that they did not have any conflicts of interests or conflicts of loyalty to report. Members were informed that for the purpose of minute taking the meeting was being recorded and once minutes have been drafted the recording would be destroyed. No objections to this matter were declared.</p> <p>NOTED As members did not have an opportunity to review draft minutes pertaining to the meeting held on 1 May it is was suggested that adoption of same would be deferred until the next meeting.</p> <p>ACTION Draft minutes 1 May to be distributed to members for review (AB).</p> <p>b. <u>Adoption of Standing Orders</u></p> <p>NOTED The Chair proposed the appointment of Mr. Bergin to the role of deputy Chair of the Governing Body; his proposal was seconded by Ms. Beadle. The position was accepted by Mr. Bergin.</p> <p>Prof. Campbell sought clarification on the necessity to specify a spokesperson on behalf of the Governing Body. Mr. O'Toole indicated that normal practice is that the Chair would act as spokesperson for the Governing Body, with the option of delegating to the Deputy Chair, and the President act as spokesperson for the Executive. This was accepted by all. In clarifying a query from Mr. Bergin regarding the duties of the Governing body, specifically related to strategy, Ms. Sheridan advised that these particular functions and duties are set out in relevant legislation. The Chair also confirmed that the strategy will be developed by the Executive led by the President and approved by the Governing Body in due course.</p> <p>AGREED To adopt Standing Orders, including the appointment of a deputy chair and what constitutes a quorum (currently 3 members) to be amended once full membership is achieved.</p>

Code of Conduct for Governing Body members

NOTED Ms. Sheridan provided a brief overview of the document. The Chair referred to the specific element of confidentiality contained within the document. Ms. Sheridan advised that Mr. Seamus Given, Arthur Cox will provide a briefing session, in coming weeks, to members of the board on their responsibilities and the TU Act. The Chair also questioned if this particular document is applicable to those “*in attendance*” and suggested that it would be beneficial to have an additional document outlining how those “*in attendance*” would contribute to Governing Body meetings. Ms. Beadle referenced correspondence received by Governing Body members in recent days that require prompt attention. Ms. Sheridan also indicated that it is imperative to embed a process for communicating with the Governing Body and that upcoming training will provide tools and clarity to assist conduct and confidential behavior.

AGREED To adopt the Code of Conduct for Governing Body members.

ACTION Establishment of document regarding “*in attendance*” behaviours (ES/COT).

c. Delegated Functions

NOTED Ms. Sheridan provided context regarding Delegation Resolution informing all that a number of TU’s have engaged assistance through Arthur Cox in order to understand the required functions and responsibilities conferred on the Governing Body by the Technological Universities Act 2018 and functions that may be delegated to the President as a matter of practicality. Mr. O’Toole provided further background into how the legislation and also indicated that considerations for amendments to the HEA Bill are ongoing. Further discussion continued with members indicating their support for what has been outlined. Ms. Beadle expressed some concern regarding the variety of responsibilities and the challenge in aligning and agreeing critical tasks. Ms. Sheridan advised all that a work plan for the Governing Body has been drafted to assist in ensuring all strategic and critical matters are addressed as required. Prof. Campbell referred to S2.1 of the document querying if thresholds should be specified at this point in time, however Ms. Sheridan indicated that this is a matter to be discussed and decided by the Governing Body in due course.

The Chair highlighted that appropriate subcommittees will be put in place as required indicating the requirement to establish an Audit & Risk committee as soon as is practically possible.

The final decision of the Board was that in the interim period and until the President is in place, the appropriate functions will remain with the Governing Body with delegations being considered as required.

Mr. Bergin sought assurances with regards to financial matters which were responded to by Mr. O’Toole and Ms. Sheridan who confirmed that all operational matters including finance and IR would continue to be dealt with. Ms. Sheridan suggested that a summary of IR matters and pending WRC cases would be shared with members in the coming weeks and members indicated their support in this regard.

The importance of the establishment of a nominations committee was stressed in order to fulfill remaining governing body membership including staff and student representative election processes.

d. Minister’s Letter

NOTED The Chair recapped on a letter sent by the Minister to the previous Governing Body Chairs regarding the appropriate attendance of an academic staff representative, a non-academic staff and a student union representative at meetings of the first governing body from its inception. Prof. Campbell firstly indicated her support for this inclusion and the need to ensure a transparent and positive start for all groups, stressing the importance of managing expectations around the process and understanding the rationale of the broader membership. Clarity was sought on the scope of the role of individuals from the staff and student groups. Mr. O’Toole and Ms. Sheridan informed the board that their attendance is in the capacity of an observer without voting or proposal rights in the first six months or until relevant election processes have been concluded and also the inclusion of a member’s only meeting if required. The suggested representation from the staff and student groups was outlined as well as expectations and in doing so the Chair requested that a proposal for this structure is provided for members to consider at the next meeting. Further discussion ensued in relation to safeguarding confidentiality and ensuring the legal responsibility and protection of the Governing body during this temporary period. It

	<p>was also clarified that in some months' time and post-election processes individuals from these particular groups will assume the same role and responsibilities as all Governing Body members. The Chair also indicated that it would be beneficial to expedite the election processes for staff and student membership.</p> <p>ACTION Proposal document regarding composition and scope of role for staff & student representation at Governing Body meetings (ES/COT).</p> <p>ACTION Consult with regards to election processes before the end of the academic term (ES/COT).</p>
2.	<p>Approval of Minutes 1 May 2022 – carry forward to 12 May 2022.</p>
3.	<p><u>Corporate Administration</u></p> <p>a. <u>Authorisation of bank mandates</u></p> <p>NOTED Ms. Sheridan outlined the requirement for signatory and approval of resolutions relating to bank mandates that allows the Chair and VPs for Corporate Affairs to approve mandates whilst the President is not in situ.</p> <p>AGREED To approve the resolutions as outlined and application of signatures as required on the proposition of Prof. Prendergast, seconded by Mr. Lewis and unanimously supported by the board.</p> <p>b. <u>Charitable Status & Trustee declarations</u></p> <p>NOTED Ms. Sheridan outlined details as required by the Charities Regulatory Authority, members position as trustees and obligation to abide by the charities code. She also informed all that their signatures are required on certain forms which will be sent to all in due course. Further details regarding requirements under the Charities Act has been provided to members.</p> <p>AGREED Unanimous approval of the above as outlined.</p> <p>ACTION Forms re CRA to members and collation of personal details.</p> <p>c. <u>Appointment of a Secretary to the Governing Body</u></p> <p>NOTED The Chair requested that both VPs for Corporate Affairs absent themselves from the meeting at this point. The recording of the meeting was paused and the Secretariat also left the meeting (4.53pm). Ms. Sheridan, Mr. O'Toole and Ms. Byrne returned to the meeting and the recording resumed (4.58pm). The Chair informed all that it has been agreed to continue with a joint position of Secretary until the President takes up her post at which point this matter would be reviewed.</p> <p>Mr. Bergin requested clarity on potential risks relating to financial matters during the transition period and whilst a review of single management structures is being undertaken. Assurances on this matter were provided by Mr. O'Toole and Ms. Sheridan including the acknowledgement of strong financial management teams, the imminent facilitation of merged financial systems, oversight by both VPs of Corporate Affairs.</p>
4.	<p><u>Academic Affairs</u></p> <p>NOTED Dr. Denieffe and Dr. O'Byrne (VPs Academic Affairs) were welcomed to the meeting who provided brief introductions on their current roles and responsibilities. Dr. O'Byrne commenced by referencing the document provided to the board outlining a proposal from working groups led by academic representatives of both former Academic Councils which map the academic legislative framework. He also indicated that this proposal pertains to an interim Academic Council until an appropriate designed model emerges over the coming months. Further detail on the process for the interim structure and composition was outlined including a proposal to rotate Chair and Secretary duties to allow council operate until the President is in situ. Dr. O'Byrne proposed that a design committee would commence their body of work to establish an appropriate structure for the SETU Academic Council. The Chair opened to the floor for comments on what has been put before members. Clarification was sought on the immediate agenda for the Academic Council which was confirmed to include conclusion of the academic year and examination processes, agreement of award standards and</p>

titles, approval of results and a small amount of academic programme approvals. Professor Campbell whilst acknowledging the requirement for the interim council, supported an immediate requirement to establish the design committee. Further discussion ensued on the Academic Council including a requirement to ensure quality of the student experience. The Chair requested that a proposal for the composition of a new design committee would be submitted to the Governing body for approval, and suggested the inclusion of external experts to assist the process.

AGREED It was therefore agreed that the proposal for an Interim Academic Council proceeds, notwithstanding that this body will only remain in place until such time when a proposal for a highly innovative academic council model becomes available and submitted to the Governing Body for review and approval in due course. Dr. O'Byrne and Dr. Denieffe left the meeting at this stage.

ACTION Proposal for redesign committee regarding Academic Council composition to be submitted to Governing Body (DoB/DD).

NOTED A further brief discussion ensued regarding member's thoughts and opinions on the proposal outlined. Prof. Campbell indicated her satisfaction with the pending process stressing the importance of incorporating international best practices. For the purpose of informing new members, Mr. O'Toole outlined the specific role of the Academic Council and its subcommittees.

In concluding the discussion the Chair suggested that the President will report back, in due course, to the Governing Body, with a proposal on how the Academic Council will be constituted with an expectation that it will be in place by end the next academic year at the latest.

5.

Policy Approvals

a. SETU Child Protection Policy

NOTED Dr. Denieffe outlined details of the above, what is set out within including procedures, designated key persons, responsibilities and the requirement to have such policy in place in SETU.

AGREED To approve the policy outlined above on the proposition of Prof. Prendergast and seconded by Ms. Beadle.

SETU Risk Management

NOTED Ms. Sheridan outlined the process by which the Risk Management Policy was developed. She highlighted the exclusion of risk appetite however suggested that it would be appropriate to adopt the risk appetite which was developed for the TU Project Plan in the interim. She also indicated that the risk register would be available to the Governing body by the end of the month providing assurance that a robust overall framework is in place. Mr. Bergin queried the provision of a Crisis Management Policy and trends regarding health & safety performance. Ms. Sheridan informed the board that this is a separate policy currently being prepared and in answering the health & safety query agreed to provide this detail if the Governing Body members so wished.

AGREED To approve the SETU Risk Management policy as presented.

b. Health and Safety Statement

NOTED Mr. O'Toole outlined the legal and statutory requirement for the above, the process of development for same and structures outlined within. Prof Campbell suggested that going forward it may be beneficial to provide minutes of Health & Safety committee meetings to the Governing Body.

AGREED To approve the Health & Safety Statement as presented.

Equality Statement

NOTED Ms. Sheridan informed the board of the obligation for the above as per the TU Act, the process of development and consultation clarifying that it is currently referred to as the Equality Statement as per the legislative requirements while also acknowledging the evolving area of Equality, Diversity & Inclusion. The President requested a status update in relation to consultation on the broader EDI policy and was informed that this is at a mature stage however being accelerated.

	AGREED To approve the Equality Statement as presented.
6.	AOB NOTED In concluding the meeting the Chair informed all that the Governing Body are scheduled to meet again on May 12 th . He thanked all for their participation and acknowledged the celebrations across all SETU campuses. There being no other business to attend to he closed the meeting at 6 pm.



Signed: _____

Date: 12 May 2022

Professor Patrick Prendergast