

## **Minutes of the 16<sup>th</sup> Governing Body meeting**

**Date:** Tuesday, 2<sup>nd</sup> May 2023  
**Time:** 4pm – 6.40pm, via MS Teams  
**Chair:** Professor Patrick Prendergast

**Attendees:** Professor Veronica Campbell  
Professor Marie-Christine Ho Ba Tho  
Mr Kevin Lewis  
Ms Pauline Oakes  
Dr David Dempsey  
Mr Patrick Curtin  
Ms Louise Grubb  
Mr Claus Derenda  
Mr Richard Lacey  
Ms Sarah Clarke  
Ms Cynthia Ní Mhurchú  
Dr Kathleen Moore Walsh  
Mr Ray Ryan  
Ms Quynh Nugyen  
Ms Ruth Beadle  
Mr Mark Dunne

**Apologies:** Mr Jim Bergin

### **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 2.2**

Dr Graham Love, Mazars

### **In attendance for Agenda Item 3**

Dr Derek O'Byrne, Vice President Academic Affairs & Registrar  
Dr David Denieffe, Vice President Academic Affairs  
Professor Eithne Guilfoyle  
Dr Chris O Riordan

### **In attendance for Agenda Item 4**

Dr Derek O'Byrne, Vice President Academic Affairs & Registrar  
Dr Colette Moloney, Assistant Registrar

**Secretariat:** Ms Annette Byrne

Item Title	
1.	<p><b><u>Chairperson's Opening:</u></b></p> <p>1.1 <u>Welcome &amp; approval of Agenda</u> Prof Prendergast confirmed the meeting was quorate, he confirmed approval of the agenda and commenced the normal business.</p> <p>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. The Chairperson indicated that he had a perceived conflict with two of the agenda items and had discussed this with the Secretary. He would excuse himself from the meeting during these agenda items and Ms Beadle would take the Chair. No other members present declared a conflict for this meeting.</p> <p>1.3 <u>Approval of minutes: 4<sup>th</sup> April 2023</u> AGREED To approve the minutes of 4<sup>th</sup> April 2023 and to publish on the website.</p> <p>1.4 <u>Terms of Reference – Finance &amp; Capital Investments Committee</u> AGREED Approval of revised Terms of Reference for the Finance &amp; Capital Investments committee as presented.  ACTION Version 1.1 to be published on the website.</p> <p>1.5 <u>Membership of Finance &amp; Capital Investment Committee</u> NOTED The Chairperson excused himself from the meeting at this point and Ms Beadle assumed the role of Chair. She outlined details of proposed membership of the above committee and recommended the following;</p> <ul style="list-style-type: none"> <li>• Mr Patrick McCormack – External member</li> </ul> <p>AGREED To approve membership as presented. The Chairperson rejoined the meeting.</p> <p>1.6 <u>Matters arising (Action Log)</u> NOTED The Chairperson provided further updates regarding the Action Log highlighting items that are in progress or have been completed, therefore closed out and a number of matters currently in progress.  There were no other matters arising.</p>
2.	<p><b><u>President's Section:</u></b></p> <p>2.1 <u>Report from President</u> NOTED The President reported on a number of matters to the Governing Body as follows:</p> <ul style="list-style-type: none"> <li>• Capital matters – Waterford Crystal &amp; Carlow sites – further discussion later in the meeting regarding these matters as a considerable review has been undertaken by the Finance &amp; Capital Investment committee at their recent meeting;</li> <li>• Academic - no further update regarding Pharmacy &amp; Veterinary medicine programmes, however discussions relating to these remain live;</li> <li>• Offshore Renewables – Multi agency framework being developed by DFHERIS and DECC (Dept of the Environment, Climate &amp; Communications). The President has nominated Dr Frances Hardiman to one of the working groups to ensure connection and address this area as called out in the Strategic Plan;</li> </ul>

- Engagement – SETU recently hosted the Oireachtas Committee on Education who met with members of the executive, staff and students regarding Funding, Mental Health, Apprenticeships and Lifelong learning;
- Partnerships - SETU delegation met with the Defense Forces in the Curragh regarding ongoing partnerships and programme delivery;
- Annual Budget meeting with HEA – SETU budgets presented and also flagged the issue of unfunded pay costs and the need for continued funding for the development of SETU;
- Recruitment process for Vice President for Research, Innovation and Impact currently underway and at shortlisting stage;
- Acknowledged May 1, first anniversary of designation day of SETU.

The Chairperson thanked the President for her report. He queried the next stages of land acquisition at Wexford and CPO process. The President indicated that it would be beneficial to provide the Governing body with timelines as appropriate.

ACTION: VP Corporate Affairs/Capital Projects Manager to draw up timelines for CPO process.

2.2

### Management Structures

NOTED The President commenced by providing some background and guiding principles around the work in progress to develop the new organisational structures. As the Strategic Plan for the University has been approved and due for launch in the coming weeks, the Chairperson indicated that management structures are essential in order to implement the plan and realise strategic ambitions. It was acknowledged that the implementation of new structures will not be immediate however consideration must be given to a suitable structure for the future.

Dr Graham Love, Mazars joined the meeting at this point. He presented details of the process carried out to date consistent with best practice, including benchmarking exercises, discussions with stakeholders and discussions with the President with a view to developing options and implementation plan. Dr Love also outlined some current operational inconsistencies and lack of clarity regarding roles and responsibilities that have emerged through feedback. He continued by presenting models reflecting different paces and extent of structural change that could be adopted by SETU.

The discussion was opened to the floor. The Governing Body indicated a preference for a swift movement towards putting key roles and people in place while remaining cognisant of the level of autonomy permitted in sanctioning posts. A robust discussion ensued.

In summarising, the Chairperson advised that there is a significant appetite for change from the Governing Body recognising that this will not be instantaneous and endorsed the direction of travel the process is pursuing. Dr Love indicated that work in this regard will continue and further progress reports will be provided to the Governing Body in due course. The Chairperson thanked Dr Love and he left the meeting.

3.

### Academic Council matters:

#### Academic Council Design Working Group – Final Report

NOTED Dr O’Byrne, Dr Denieffe, Dr O’Riordan and Prof Guilfoyle (Professor Emerita, DCU and former VP Teaching & Learning, DCU) were welcomed to the meeting. Dr O’Byrne commenced by providing some background to the work of this particular group and the assistance provided by Prof Guilfoyle. He outlined the process carried out in order to provide recommendation for a suitable modern and innovative Academic Council structure including suitable Terms of Reference that suit SETU’s changing environment and connect with national and international standards. Dr O’Riordan continued by presenting design principles, proposed structure including subcommittees, proposed membership, election processes, the next steps and possible timelines. Prof Guilfoyle presented a high-level review of the recommendation arrived at following extensive engagement and feedback and in turn sought further consideration from the Governing Body. A discussion ensued. The Chairperson expressed some reservations in terms of the recommended size of the membership

	<p>it being at least 59 members. Other members of the Governing Body also expressed the same concern; however support for the recommendation was articulated in some cases in order to create as much “buy-in” as possible and ensure that the composition of Academic Council sufficiently reflects the diversity of the university. The Chairperson noted that a representative group could indeed be created but it would not have to be the Academic Council which might be more effective in its primary purpose in academic innovation if it were smaller. The importance of representation on Academic Council subcommittees was also emphasised as these will be prominent in the work and responsibilities of Council. Following a thorough discussion it was proposed that the recommendation as presented is implemented as a ‘pilot’ for a period of time. The President indicated her support for a ‘pilot’ and the 18-month review suggested by the working group. The suggested review period was discussed further recommending a 6-month review take place on the new Academic Council once formed. The Chairperson thanked all for the work carried out to date and also Prof Guilfoyle for her time and support. Dr Denieffe, Dr O’Riordan and Prof Guilfoyle left the meeting at this stage.</p> <p><b>ACTION:</b> Create the SETU Academic Council as a pilot for 6 months; Present a review to the Governing Body following the pilot.</p>
4.	<p><b><u>Honorary Degrees:</u></b></p> <p><u>Report of the Honorary Degrees Advisory Committee</u></p> <p>NOTED Dr Moloney joined the meeting. Dr O’Byrne firstly provided context and outlined the evaluation process completed in line with a call for nominations for Honorary degrees. Dr Moloney continued by providing names and biographical details of nominees as recommended by the advisory committee, duly recognised for the award of Doctor of The University (Honoris Causa). The Chairperson, Dr O’Byrne and Dr Moloney left the meeting at this stage as they were members of the Honorary Degrees Advisory Committee, and Ms Beadle resumed the role of Chairperson. A discussion ensued. The Governing Body expressed their support and recognised the high-caliber and accomplishments of the proposed candidates. They also indicated a desire to continue to give consideration to future proposed nominees that have direct connections with the south east region and those who contribute to the region.</p> <p>AGREED In concluding Ms Beadle summarised the Governing Body’s decision as follows-: approval of six nominees for Honorary Degrees for the upcoming graduation ceremonies. Further consideration would continue to be given to other nominees.</p> <p>The Chairperson rejoined the meeting at 18.22pm. Ms Beadle provided details of the decision taken by the Governing Body to him. The Chairperson thanked all and indicated that he would act on the feedback provided regarding this matter.</p> <p>In the interest of time the Chairperson suggested that agenda item 7 ‘Update re Transition Process (PMO)’ is taken as read.</p>
5.	<p><b><u>Capital Update:</u></b></p> <p><u>Recommendations from Finance &amp; Capital Investment Committee</u></p> <p>NOTED Ms Sheridan introduced this matter by informing the Governing Body that the Finance &amp; Capital Investment committee have carried out thorough reviews of the proposals being presented today.</p> <p>Proposal 1 - Purchase of a portion of the Waterford Crystal Site. Ms Sheridan outlined the particulars of the area, purchase price and next steps to the Governing Body. Based on the consideration to the matter given by the Finance and Capital Investments Committee in two meetings (minutes circulated for this Governing Body meeting) and noting the valuations and due diligence carried out, the Chairperson proposed that the purchase is approved as proposed by the Committee.</p>

	<p>AGREED Approval granted to proceed with purchase of a portion of the Waterford Crystal site as outlined. The Chairperson expressed gratitude to all who have worked on this rigorous process in particular Ms Sheridan.</p> <p>Proposal 2 – Acquisition of Carlow property. Mr O’ Toole informed the Governing Body of the particulars relating to this matter. Full details including area and purchase price and two valuations received have been presented and examined by the Finance &amp; Capital Investments committee and the Committee has agreed to recommend purchase of this property highlighting the opportunity for the development of SETU in Carlow.</p> <p>AGREED Approval granted to proceed with purchase of lands at Carlow site as outlined. The Chairperson thanked Mr O’Toole for his work on this matter.</p>
6.	<p><b><u>Corporate Administration:</u></b></p> <p><u>Subsidiary Companies</u> NOTED Ms Sheridan outlined recommendations for the appointment of Directors to the boards of SETU subsidiary companies as follows;</p> <p><u>SETU Campus Services CLG t/a Novus</u></p> <ul style="list-style-type: none"> <li>• Dr David Denieffe, EMT nominee</li> <li>• Dr David Dempsey, Governing Body nominee</li> <li>• Ms Alicia Lewandowska, Student representative (from 1 July 2023)</li> </ul> <p><u>ThreeD DAC</u></p> <ul style="list-style-type: none"> <li>• Mr Jonathan Downey, External industry expert</li> </ul> <p><u>Lean Industry 4.0 DAC</u></p> <ul style="list-style-type: none"> <li>• Mr David Beirne, External industry expert</li> </ul> <p><u>National Design Innovation Hub DAC</u></p> <ul style="list-style-type: none"> <li>• Dr Joseph Collins, External nominee</li> </ul> <p>AGREED To approve all nominees as presented.</p>
7.	<p><b><u>Other matters:</u></b></p> <p>Update re Transition Process (PMO) - item taken as read.</p>
8.	<p><b><u>Academic Council:</u></b></p> <p>NOTED Academic Council minutes for 21 March 2023.</p>
9.	<p><b><u>Minutes of GB Committees:</u></b></p> <p>NOTED Equality, Diversity &amp; Inclusion committee minutes (15 March 2023). Ms Beadle highlighted that meetings have been progressive, positive and highly engaged.</p> <p>NOTED Finance &amp; Capital Investments committee minutes (31 March 2023 &amp; 28 April 2023).</p> <p>NOTED Nominations committee minutes (28 March 2023) noting final report regarding Staff elections process appended to these minutes.</p> <p>The Chairperson indicated that all approved minutes are uploaded to the website.</p>

10.

**AOB:**

NOTED The President presented a report outlining the recommendation of Dr Eileen Doyle to the role of Head of Faculty of Business and Humanities.

AGREED To accept and approve the recommendation outlined above.

There being no other business to attend to the Chairperson thanked all and closed the meeting at 6.40pm.

A handwritten signature in black ink, appearing to read 'M. Pendergast', is written over a light blue rectangular background.

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

Date: 6 June 2023