

Minutes of the 5th Governing Body meeting

Date: Tuesday, 31st May 2022
Time: 4.00pm, via Microsoft Teams

Chair: Professor Patrick Prendergast

Attendees: Mr Jim Bergin
 Ms Ruth Beadle
 Mr Kevin Lewis

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

In attendance by invitation of the Governing Body as Observers:
 Mr Claus Derenda, Academic Staff
 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: Ms Rachel McCartney, Student Representative
 Mr Thomas Drury, Student Representative

Secretariat: Ms Annette Byrne

Item Title	
1.	<p><u>Chairperson's Welcome</u></p> <p>The Chair welcomed members to the 5th meeting of the Governing Body of SETU. Confirming the meeting was quorate, he commenced the normal business.</p> <p>Ms Sheridan advised that for the purposes of minute taking, the meeting was being recorded, and when the minutes have been drafted, the recording would be deleted.</p> <p><u>Conflicts of Interest</u></p> <p>NOTED It was confirmed that members and observers did not have any particular conflicts of interests or conflicts of loyalty to report.</p> <p><u>Approval of Minutes of 24th May 2022</u></p> <p>AGREED To approve the minutes of 24th May 2022.</p>

Matters arising

Prof Campbell provided an update in relation to funding from the Springboard initiative confirming that SETU has been awarded €3.1m per annum for 3 years.

Ms Sheridan informed the board that Mr Alcock, PMSS representative, has confirmed that he is stepping down as an observer. Communication has been received from the union representative groups proposing a replacement representative however this is not in line with the process the Governing Body has put in place. It was decided, as previously discussed, to proceed with the process as agreed. Ms Sheridan then informed the board that the student representatives had confirmed their acceptance in observer capacity however have not yet joined the meetings. Ms Sheridan and Mr O'Toole indicated that they would follow up on this particular matters with the relevant individuals.

AOB

Whilst waiting for Mr Given to join the meeting, Ms Sheridan brought forward a matter to be considered under AOB. She outlined details of a Hosting Agreement with the IUA (Irish University Association) for Research Programmes and the requirement of approval for same from the Governing Body as part of the accreditation application.

AGREED To approve and sign the above as outlined.

2.**Governance Information Session**

Mr Séamus Given, Arthur Cox Partner, Employment Law was welcomed to the meeting. He referred to his presentation distributed to all in advance which provides and outlines the Technological Universities Act 2018. He outlined details in relation to the following;

- Governing Body composition;
- Specific functions;
- Additional functions (as per HEA bill 2022);
- Reserved functions;
- Delegated functions;
- President functions;
- Delegation by the President;
- Academic Council functions;
- Governance enforcement (as per HEA bill 2022).

As the session evolved and Mr Given outlined the provisions specifically related to the Governing Body and the President he suggested that it would be appropriate to consider and provide an indication of the impact on delegated and reserved functions as per the HEA Bill 2022. As there are levels of complexity in the interpretation of the legislation, the advice suggested was to refer to the list of reserved functions as per the TU Act 2018/HEA Bill 2022. Further discussion continued in relation to the Academic Council functions, principles of academic freedom, accountability to the HEA and potential governance interventions.

The Chair thanked Mr Given for his attendance and guidance and also members for their interactions throughout the session. Mr Given left and the meeting took a short recess.

3.**Corporate Administration****Terms of Reference (Audit & Risk Committee)**

NOTED Ms Sheridan outlined details as per draft document provided which has been prepared in line with the THEA Code of Governance. She acknowledged that the current Governing Body is incomplete in terms of final composition, however it remains incumbent to monitor and grow an Audit & Risk committee fit for purpose as a matter of priority. Ms Sheridan continued by providing details on membership and how to populate same, the number of meetings required and a suggested term duration of two years in line with the term of the Governing Body. A discussion on the matter ensued. Professor Campbell indicated a preference for the establishment of a separate Finance Committee and

also the possibility of creating an in-house internal audit function. Mr Lewis expressed some concern with regards to the suggested membership term indicating that this period is short in terms of gaining knowledge and continuity. It was therefore suggested to further examine best practices regarding duration periods and re-submit alternative suggestions to the Governing Body at the next meeting for formal approval.

ACTION: Amendments to TOR's as per discussion (ES/CoT).

Finance Overview

NOTED Mr O' Toole provided a high level overview of financial matters including primary sources of funding, student numbers and a consolidated summary of income and expenditure values in order to provide members with an indication of the current financial position of the organisation. He provided additional detail in relation to Pay and Non-Pay categories of expenditure, allocations and projections included in the annual Programmes & Budgets submission and also information regarding the ongoing finance system integration activity and timelines for C&AG fieldwork and audits. Professor Campbell requested additional information in relation to the following;

- I&E activity pertaining to commercial activities and the subsidiary companies (AFS details provided in papers on 24 May, additional information as requested to be provided);
- a breakdown of Research funding per funding agencies;
- Update regarding International student numbers – pre Covid levels and current status of same.

ACTION: To provide additional financial information as requested (ES/CoT).

The Chairperson indicated satisfaction with the presentation and overview provided commending those who had prepared same. Mr O' Toole acknowledged the work of the Finance managers in this regard.

4.

Policy Approvals

Recruitment & Selection Policy and Procedures

NOTED The Chair recapped on the previous week's discussion regarding the above welcoming Dr O'Sullivan, Ms Lane and Ms Hurley at this point. He informed all that Professor Campbell had convened a meeting in recent days with the HR managers in order to discuss suggested amendments and improvements to the policy thanking all for the work carried out in the short timeframe. Acknowledging the feedback received Ms. Hurley advised all that procedures in place are robust, quality driven and based on EDI principles. Dr O'Sullivan indicated that focus and attention in ensuring fair shortlisting processes are in place and the participation of suitable external experts on interview boards to enhance decision making processes. Ms Lane outlined amendments to the composition of selection boards. Mr Lewis suggested that the term "Head of School" is amended to "Head of School or Nominee" in order to avoid challenges in the event of non-availability of such person. Professor Campbell indicated satisfaction with the amended document as presented, including Mr Lewis's amendment.

AGREED To approve the Recruitment & Selection Policy and Procedures, subject to the minor amendment as suggested above.

The Chair thanked all for their input and attendance. Ms Hurley, Ms Lane and Dr O'Sullivan left the meeting at this point.

5.

Academic Council Minutes

Professor Campbell informed all that she has been in contact with the VPs Academic Affairs & Registrar in relation to providing minutes (approved and also in draft format) to the Governing Body in order to keep the members informed of the most current issues under discussion. These will be included in the papers of GB meetings in due course.

6.

AOB

NOTED For information purposes, draft minutes pertaining to WIT Audit & Risk committee (28 April 2022).

ACTION: Dates for upcoming meetings in June and July to be agreed and provided to all (AB/MCC).

The Chair acknowledged the volume of work and matters being attended to. There being no other business to attend to he closed the meeting at 6.08pm.

Mr. Jim Bergin, Deputy Chair

14th June 2022