

## **Minutes of the 11<sup>th</sup> Governing Body meeting**

**Date:** Thursday, 8<sup>th</sup> December 2022  
**Time:** 4pm, Boardroom, Tourism & Leisure Building, SETU Waterford campus

**Chair:** Professor Patrick Prendergast

**Attendees:** Professor Veronica Campbell  
Mr Jim Bergin  
Ms Ruth Beadle  
Mr Mark Dunne (in attendance via Zoom)  
Mr Patrick Curtain (in attendance via Zoom)  
Mr Kevin Lewis  
Dr David Dempsey  
Ms Louise Grubb  
Ms Sarah Clarke  
Mr Claus Derenda  
Dr Kathleen Moore Walsh  
Mr Richard Lacey  
Ms Pauline Oakes  
Mr Ray Ryan

**Attendees from item 1.4 onwards:**

Ms Cynthia Ní Mhurchú  
Ms Quynh Nguyen (in attendance via Zoom)

**Apologies:** Professor Marie-Christine Ho Ba Tho

**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 3:**

Dr Derek O'Byrne, VP Academic Affairs and Registrar

**In attendance for Agenda Item 4:**

Mr Keith Williams, Capital Projects Manager

**In attendance for Agenda Item 5:**

Dr Richard Hayes, Vice President for Strategy

**In attendance for Agenda Item 7:**

Dr James O'Sullivan, Technology Transfer Manager

**Secretariat:** Ms Annette Byrne

| Item Title          |  |
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| 1.                  | <b><u>Chairperson's Opening:</u></b>   |
| 1.1                 | <u>Welcome &amp; approval of agenda</u><br>Prof Prendergast welcomed all to the 11 <sup>th</sup> SETU Governing Body meeting. Confirming the meeting was quorate he commenced the normal business.   |
| 1.2                 | <u>Approval of minutes: 8<sup>th</sup> November 2022</u><br>AGREED To approve the minutes of 8th November 2022 and to upload to the website.   |
| 1.3                 | <u>Matters arising (Action Log)</u><br>NOTED The Chairperson provided further updates regarding the Action Log highlighting items have been progressed and therefore closed out.<br><br>ACTION Update on Accommodation Taskforce to be provided in Q1 2023.  |
| 1.4                 | NOTED Minutes of meetings for the Nominations Committee (1 December 2022) approved by the committee and forwarded to Governing Body for information.   |
| 1.4.1<br>&<br>1.4.2 | <u>Approval and Invitation of External member and Post Graduate Student member</u><br>NOTED The Chairperson outlined profiles of the recommended members drawing attention to one remaining vacancy which may be drawn from creative industries. He then requested approval for the following appointments;<br><br><ul style="list-style-type: none"> <li>▪ Ms Cynthia Ní Mhurchú</li> <li>▪ Ms Quynh Thi Nhu Nguyen</li> </ul> AGREED To approve appointments on the proposition of Ms Clarke and seconded by Dr Moore Walsh. Following approval from the Governing Body the new members joined the meeting. On joining, each new member provided brief self-introductions to the Governing Body.   |
| 1.5                 | <u>Membership of Equality, Diversity &amp; Inclusion Committee</u><br>NOTED Ms Beadle outlined details of proposed membership of the above committee and recommended the following;<br><br><ul style="list-style-type: none"> <li>▪ Dr David Denieffe - President's nominee;</li> <li>▪ Mr Patrick Curtin, Mr Mark Dunne and Ms Sarah Clarke – Governing Body representatives;</li> <li>▪ Cara Daly and Kelly Han – members of SETU community nominated by the President;</li> <li>▪ Appointment of two staff members following an EOI process;</li> <li>▪ Awaiting confirmation of an independent external member.</li> </ul> Ms Beadle indicated that the first formal meeting of the EDI committee is scheduled for end of January 2023.<br><br>AGREED To approve membership of the Equality, Diversity & Inclusion committee as presented. |
| 1.6                 | <u>Membership of Finance &amp; Capital Investment Committee</u><br>NOTED The Chairperson outlined details of proposed membership of the above committee and recommended the following;<br><br><ul style="list-style-type: none"> <li>▪ Dr David Dempsey, Ms Louise Grubb, Mr Ray Ryan, Mr Mark Dunne &amp; Mr Patrick Curtin – Governing Body representatives;</li> </ul>  |

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| 1.7 | <ul style="list-style-type: none"> <li>▪ Ms Carol Lynch – independent external member;</li> <li>▪ Dr Helen Murphy &amp; Dr Frances Hardiman – Heads of School/Faculty.</li> </ul> <p>The Chairperson indicated that a schedule of meetings for the Finance &amp; Capital Investments committee would be scheduled early in the new year.</p> <p>AGREED To approve membership of the Finance &amp; Capital Investment committee as presented.</p> <p><u>Governing Body Private meetings</u></p> <p>NOTED The Chairperson in referring to the Code of Governance highlighted a requirement for Governing Body external members to meet without SETU staff members present indicating that he intends to implement this during the first quarter of 2023.</p>   |
| 2.  | <p><b><u>President’s Section:</u></b></p> <p><u>Report from President</u></p> <p>NOTED The President reported on a number of matters to the Governing Body as follows:</p> <ul style="list-style-type: none"> <li>▪ Education Initiatives: SETU has submitted expressions of interest in relation to the provision of health-related programmes in Nursing, Pharmacy and Veterinary Medicine. Pharmacy and Veterinary Medicine which will be new programmes for SETU have been approved for progression to the next stage of the process with submissions due by mid-January. Nursing which is already in place in SETU will follow a different process with further details to be confirmed;</li> <li>▪ Capital site matter (Waterford) - underway with regards to technical elements of legal and property negotiations;</li> <li>▪ European partnership (EU Connexus)- kick off meeting took place in Paris in recent weeks and attended by SETU consortium. Further detail to be provided at the Governing Body meeting in January;</li> <li>▪ Unified tertiary education system - joint funding secured for further and higher education activities around Computing and Business with Laois/Offaly ETB;</li> <li>▪ Research –Dr Sheila O Donohue has received funding under the Shared Ireland strand of the IRC to collaborate with Queen University on sustainable finance solutions;</li> <li>▪ EDI Activities – SETU shortlisted for two Diversity &amp; Inclusion awards;</li> <li>▪ SETU staff “away day” for Heads of Department and Function associated with Strategic Plan engagement resulted in successful engagement;</li> <li>▪ President’s Newsletter - the first newsletter has been issued.</li> </ul> <p>Members of the Governing Body thanked the President for her updates indicating their support for ongoing activities. The Chairperson asked if information of 2022/23 student offers, accepts and registrations would be presented to the Governing Body. The President indicated that this was in process, to be submitted to the Academic Council and made available to the Governing Body in due course.</p> |
| 3.  | <p><b><u>Policy on Honorary Degrees</u></b></p> <p>NOTED Dr O’Byrne was welcomed to the meeting. He commenced by outlining the purpose, eligible criteria and process to nominate and award Honorary Degrees to candidates who have represented and contributed to the values and ethos of SETU. Dr O’Byrne indicated that the framework document recommends the establishment of an advisory body with terms of reference set out to assist the Governing Body in the decision-making process regarding this matter. It was also confirmed that the titles to be awarded are Honorary not Ambassadorial with no current provision for the rescinding of titles, though provision for this could be included in the future. Dr O’Byrne concluded by suggesting that the expected target date for conferring of honorary degrees is in line with 2023/24 Graduation</p>   |

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|                                 | <p>Ceremonies. Members of the Governing Body showed their support for the process and policy recommending approval of same.</p> <p>AGREED To approve the Honorary Degrees policy as presented on the proposition of Mr Derenda and seconded by Mr Bergin. The Chairperson thanked Dr O’Byrne and he left the meeting.</p>  |
| <p>4.</p>                       | <p><b><u>Capital Update (Wexford site)</u></b></p> <p>NOTED Mr Williams joined the meeting. He outlined details and stages of the ongoing Wexford site acquisition and the only viable option open to SETU for acquiring the lands. Ministerial and DPER approvals have been granted with no objection in pursuing a Compulsory Purchase Order (CPO). The associated approved funding contribution and terms assigned to this venture was set out. (redaction). In concluding Mr Williams requested Governing Body approval to permit Wexford County Council to progress a CPO process on behalf of SETU under the terms outlined.</p> <p>AGREED Approval from the Governing Body to give permission as outlined above. The Chairperson thanked Mr Williams and he left the meeting.</p>   |
| <p>5.</p>                       | <p><b><u>Strategic Plan:</u></b></p> <p>NOTED Dr Hayes, VP for Strategy joined the meeting. As indicated at the previous meeting he outlined a revised timeline for approval of the SETU Strategic Plan capturing all elements broken down into areas of review and presentation. Dr Hayes drew attention to emerging headlines from staff consultation and the continuation of engagement with external stakeholders. It was suggested that the draft document would be available for review at the Governing Body meeting in February 2023 with a view to securing approval of same at the Governing Body meeting in April 2023. A discussion ensued whereby members sought clarification on any potential consequences of the revised timeline. The Chairperson requested information in relation to current data that indicates the position of SETU and its trajectory. The President indicated that this would be available to the Governing Body in January 2023, and it was therefore suggested that an extended discussion in this regard is tabled for the meeting in early January. The Chairperson thanked Dr Hayes for his attendance and update. He then left the meeting.</p>   |
| <p>6.</p> <p>6.1</p> <p>6.2</p> | <p><b><u>Corporate Administration:</u></b></p> <p><b><u>Policy Review subcommittee recommendations</u></b></p> <p>NOTED The Chairperson made reference to a report outlining the work carried out by the Policy review committee whereby the committee has discussed and reviewed policies (7) in detail and that it is in order to recommend the following policies to the Governing Body for approval:</p> <ul style="list-style-type: none"> <li>▪ Travel &amp; Subsistence Policy</li> <li>▪ Hospitality Policy</li> <li>▪ Data Governing Policy</li> <li>▪ Data Protection Policy</li> <li>▪ Data Retention Policy</li> <li>▪ Career Break Policy</li> <li>▪ Recruitment &amp; Selection Policy</li> </ul> <p>It was suggested that a transition to electronic formats of forms contained within the Travel &amp; Subsistence is introduced. There was also some concern expressed in terms of the use of two different titles (Assistant Lecturer/Associate Lecturer). In acknowledging this concern, it was proposed that a review of this particular item is considered and incorporated into the next version of the Recruitment &amp; Selection Policy. The Chairperson then recommended approval of the above polices on that basis.</p> <p>AGREED To approve as presented the policies listed above.</p> |

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| <p>6.3</p> <p>6.4</p>                      | <p>ACTION Approved policies to be placed on the Governing Body page on SETU website.</p> <p><u>Finance Update</u><br/>NOTED Mr O’Toole provided an update on the financial position of the university including an overview of income and expenditure, pay costs, non-pay costs and budget submissions indicating a conservative surplus and confident that the university is operating within budget for the financial year.</p> <p><u>Subsidiary Name Change &amp; Directors</u><br/>NOTED Ms Sheridan advised the Governing Body of proposed changes to the constitution of one of the university’s subsidiary companies, SETU Novus Campus Services. It was also recommended that a full review of all SETU subsidiary companies is carried out by the Finance &amp; Capital Investment committee at their first meeting early in the new year.</p> <p>AGREED Approval granted for changes to the company constitution as presented.<br/>ACTION Review of all SETU subsidiary companies to be carried out by Finance &amp; Investment committee in Q1 2024.</p>   |
| <p>7.</p>                                  | <p><b><u>Commercialisation item:</u></b></p> <p>NOTED Dr O’Sullivan was welcomed to the meeting and outlined details of a legacy spin out agreement negotiated in recent months. He summarised the process this matter has taken from detailed review and discussion by the Commercialisation Committee, use of standard KTI templates and protocols, equity and royalty stakes and therefore requested approval to close out the final stages of the process.</p> <p>AGREED Approval granted to close out and progress the spin out agreement as presented. The Chairperson thanked Dr O’Sullivan and he left the meeting.</p>   |
| <p>8.</p>                                  | <p><b><u>Academic Affairs:</u></b></p> <p>NOTED Draft minutes of Academic Council of 15 November 2022. The President indicated that academic matters requiring the attention of the Governing Body will continue to be highlighted.</p>   |
| <p>9.</p> <p>9.1</p> <p>9.2</p> <p>9.3</p> | <p><b><u>AOB:</u></b></p> <p><u>Integrity at Work Pledge</u><br/>NOTED Ms Sheridan outlined the purpose of the Integrity at Work initiative (IAW) and the benefits it has for SETU and the staff community in terms of services, advice and training for protected disclosures. Members of this initiative are asked that the Chairperson and President sign a membership agreement and pledge. Ms Sheridan also highlighted that amendments may be required in the future to the Protected Disclosure Policy as a result of pending changes in Protected Disclosures legislation.</p> <p>AGREED To approve and sign IAW membership agreement and pledge.</p> <p><u>Correspondence</u><br/>NOTED The President highlighted correspondence received from Kilkenny County Council. She indicated that a response to the request contained within would be formulated which would include assurances that lines of communication would remain open and active.</p> <p><u>Sectoral Representation</u><br/>NOTED The Chairperson informed members of the existing bodies for representation within the higher education sector, namely the Technological Higher Education Association (THEA) and the Irish Universities Association (IUA). He indicated the importance of all TU’s connecting with one body and also the value of continued discussions between the Chairs and Presidents of the Technological</p> |

University group. SETU currently remains a member of THEA; however discussions in this regard are ongoing.

There being no other business to attend to, the Chairperson thanked all and closed the meeting.



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

Date: 11 January 2023

**Professor Patrick Prendergast**