

## Minutes of the 10<sup>th</sup> Governing Body meeting

**Date:** Tuesday, 8<sup>th</sup> November 2022  
**Time:** 4pm, Boardroom, Haughton Building, SETU Carlow campus

**Chair:** Professor Patrick Prendergast

**Attendees:** Professor Veronica Campbell  
Mr Jim Bergin (in attendance via Zoom)  
Ms Ruth Beadle (in attendance via Zoom)  
Mr Mark Dunne  
Mr Patrick Curtain (in attendance via Zoom)  
Ms Sarah Clarke  
Mr Claus Derenda (in attendance via Zoom)  
Dr Kathleen Moore Walsh

**Attendees for item 1.5 onwards:**

Dr David Dempsey  
Ms Louise Grubb (in attendance via Zoom)  
Mr Richard Lacey  
Ms Pauline Oakes  
Mr Ray Ryan

**Apologies:** Mr Kevin Lewis  
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 Richard Hayes, Vice President for Strategy (via Zoom)

**In attendance for Agenda Item 5:**

Mr Mike Geoghegan, CEO SETU/DCS Novus

**In attendance for Agenda Item 6:**

Dr David Ryan, Project Management Office  
Mr Brian Foley, Project Management Office

**Secretariat:** Ms Annette Byrne

## Item Title

### 1. Chairperson's Opening:

#### 1.1 Welcome & approval of agenda

Prof Prendergast welcomed all to the 10<sup>th</sup> SETU Governing Body meeting. Confirming the meeting was quorate he commenced the normal business.

#### 1.2 Approval of minutes: 4<sup>th</sup> October 2022

AGREED To approve the minutes of 4<sup>th</sup> October 2022 and to upload to the website.

Ms Beadle requested an update regarding a matter noted in these minutes which related to programme accreditation with CORU. The President informed all that positive engagement has commenced and approval has been granted for the relevant programme on the SETU Wexford campus, whilst work is ongoing in relation the submission of material requested in terms of SETU Waterford campus programme. The issue remains live, and the President continues to remain close to the matter.

NOTED Ms Sheridan provided a brief update in relation to a sectoral taskforce established to tackle the student accommodation crisis informing all that a departmental meeting had been convened the previous week. An activation package is being developed for consideration for the benefit of Technological Universities. SETU is involved in documenting the requirement and inputting into a submission paper for government.

#### 1.3 Matters arising (Action Log)

NOTED The Chairperson provided further updates regarding the Action Log. He noted a requirement to establish a working group to assist with the review of university policies and in turn will expediate the approval process through Governing Body indicating that this matter would be addressed later in the meeting. Other items have been progressed and therefore closed out.

NOTED Minutes of meetings for the Nominations Committee ( 29 July & 19 October 2022) approved by the committee and forwarded to Governing Body for information.

#### 1.4 Approval and Invitation of Elected staff and External members

NOTED The Chairperson informed the Governing Body that recommendation of external members (4) has progressed. He drew attention to further vacancies (2) not yet filled. He indicated that it remains incumbent to keep the process open in order seek further applications that will satisfy specific competencies. Nominations for the remaining staff members have concluded via recent election processes. The Chairperson outlined profiles of the recommended members and then requested approval for the following appointments;

- Dr David Dempsey (external)
- Ms Louise Grubb (external)
- Prof Marie-Christine Ho Ba Tho (external)
- Ms Pauline Oakes (external)
- Mr Richard Lacey (staff)
- Mr Ray Ryan (staff)

1.5 Following approval from the Governing Body all new members joined the meeting. On joining, each new member provided brief self-introductions to the Governing Body Governing Body members also provided brief introductions and welcomed the new members. The Chairperson indicated satisfaction that a strong SETU Governing Body with considerable industrial and academic experience has been established. The Student Union Presidents indicated that the process for securing a post-graduate student member for Governing Body remains in progress.

1.6	<p><b><u>Conflicts of Interest</u></b></p> <p>NOTED The Chairperson in referring to the Code of Conduct for Governing Body members highlighted the importance of declaring perceived conflicts, expectation of loyalty and representation, and that being the Chairperson he speaks on behalf of the Governing Body with the President speaking on behalf of SETU and representing the university to all stakeholders. He also referred to the Code of Governance, to be discussed later in the meeting, assuring all that training which will be arranged on same and would provide further information on this important matter.</p>
2.	<p><b><u>President's Section:</u></b></p> <p>NOTED The Chairperson, in updating new members, informed and reminded all that the Governing Body has agreed an annual workplan with the President whereby regular updates on the progress of same will be provided.</p> <p><b><u>Report from President</u></b></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>• Since the last meeting SETU has received confirmation of approval of funding for a site purchase in Waterford in order to expand the Waterford Campus and in this regard an independent professional property negotiator has been appointed. The President indicated that all details regarding this process would be brought to the Finance &amp; Capital Investment Committee in due course;</li> <li>• CORU process – update as provided earlier in the meeting;</li> <li>• Official launch of SETU and first SETU Graduation ceremonies have taken place in recent weeks. The President took the opportunity to express thanks to all involved in the organisation and running of both events. She also conveyed sincere gratitude to Ms Beadle and Mr Lewis for stepping in as Pro-Chancellors at short notice.</li> </ul> <p>The Chairperson queried potential timelines on site purchase process hopeful that this would transpire before the end of the year. The President also provided an update regarding the Wexford property acquisition which continues to progress with Wexford County Council.</p>
3.	<p><b><u>Strategic Plan:</u></b></p> <p>NOTED Dr Hayes, VP for Strategy joined the meeting via Zoom. The President commenced by reminding all that the process of developing a Strategic Plan for SETU is ongoing and will remain a standing item on Governing Body agendas. Following feedback at the previous meeting a revised draft vision and mission statement was presented and it was highlighted that referencing “transformative” is a very strong and common theme throughout ongoing consultation sessions. Dr Hayes presented further detail on emerging areas of priority and what the university needs to respond to in terms of;</p> <ul style="list-style-type: none"> <li>• providing high quality education,</li> <li>• impacting regional society,</li> <li>• increasing research performance and innovation activity,</li> <li>• ensuring access and flexibility in programme design and delivery,</li> <li>• responding to the particular skills needs of the region, and</li> <li>• having meaningful European and global partnerships that drive regional attractiveness to talent and investment.</li> </ul> <p>Dr Hayes continued by drawing attention the Risk Register indicating some concern regarding challenging timelines. The President therefore requested consideration of a possible four-week extension to deliver the first draft of the Strategic plan and in receiving this extension it would ensure that meaningful internal and external consultations are realised. A brief discussion on the matter ensued. Ms Oakes queried the status of the consultation processes and Ms Beadle offered Governing</p>

	<p>Body assistance in order to remain close to target dates. Dr Hayes in clarifying that original target dates are close to being fulfilled, indicated that challenges exist in external consultation processes whereby it has been suggested that engagement will be forthcoming when an advanced draft of the Strategic plan is available and therefore will provide meaningful and substantive consultation.</p> <p>The President also provided some clarity regarding the preliminary work in relation to the organisational design highlighting however that the key focus at the moment is on the Strategic Plan.</p> <p>AGREED To submit proposed revised timelines to the Governing Body at the December meeting. The Chairperson thanked Dr Hayes for his attendance and update.</p>
<p>4.</p> <p>4.1</p> <p>4.2</p>	<p><b><u>Corporate Administration:</u></b></p> <p><b><u>SETU Code of Governance (Interim)</u></b></p> <p>NOTED The Chairperson made reference to the above document, circulated to all, outlining that it originated from the Department for Public Expenditure &amp; Reform (D/PER), has been adapted to reflect TU legislation and sets out a very comprehensive governance framework. He continued by explaining that the document sets out an array of headings including strategic compact, use of public funds, procurement procedures, statement of internal controls to which the university must respond to the Higher Education Authority (HEA) by stating compliance or explanation. The Chairperson indicated that the Governing Body is required to adopt a Code of Governance; however he indicated that this particular version is intended as an interim solution that can be adjusted over time as dependent on sectoral engagement and changing legislation (HEA Act 2022).</p> <p>AGREED To approve the Code of Governance for SETU on an interim basis.</p> <p><b><u>Membership of subcommittee to review policies</u></b></p> <p>NOTED The Chairperson recapped on a previous discussion regarding the above expressing a preference to move forward with the establishment of a subcommittee to assist in a review of SETU policies post staff consultation and EMT approval. This particular committee would provide an oversight role that will enable final approval by the Governing Body. Membership includes Professor Prendergast as Chairperson, the President, VP's Corporate Affairs, Mr Lewis and Mr Curtin. Dr Moore Walsh indicated her willingness to serve on the subcommittee, and that was agreed.</p> <p>AGREED To approve membership of the Policy Review subcommittee as outlined above.</p> <p>ACTION To arrange a meeting of the Policy Review subcommittee in the coming weeks and in advance of the December Governing Body meeting.</p>
<p>5.</p>	<p><b><u>Oversight Topic:</u></b></p> <p><b><u>Commercial Activity</u></b></p> <p>NOTED Mr Geoghegan, CEO SETU Campus Services was welcomed to the meeting. He commenced by providing the Governing Body with an overview of the services and activities offered and carried out by the commercial company. Mr Geoghegan outlined details of asset holdings, commercial, sports and medical partners, funding and investment models and also contributions to student life and access for the community and region. A number of challenges were discussed with a particular focus on student accommodation shortfalls and the involvement of Novus in the university response. Dr Dempsey sought clarification on commercial activity from a multicampus perspective. Mr O Toole explained that franchise models exist within the SETU Carlow campuses and work is in progress to unify suitable models for SETU. The President further indicated that a broader exercise to understand and balance commercial activities for SETU is required which would also clarify reinvestment opportunities back into university activities from commercial gains. Ms Grubb sought clarification around shareholding and independent funding of the commercial company and how this is governed in terms of public sector requirements. Ms Sheridan outlined the structure which includes a board of directors who have a formal</p>

	<p>reporting line to the Governing Body confirming that the Governing Body is responsible for approving board members for all SETU subsidiary companies also noting that a review of subsidiary board compositions is currently underway. Mr Bergin indicated his support for the commercial model that exists recommending that the focus remains there and positively built on. The Chairperson thanked Mr Geoghegan for his presentation and he left the meeting.</p> <p>A discussion ensued whereby the Chairperson raised a number of questions in relation to the finances and commercial returns. In an attempt to provide some assurances to the Governing Body, Mr Ryan declared his involvement as a former director on the board of the particular company highlighting the process governance structures that are in place which ensure a robust and successful operation with the highest levels of commercial compliance and transparency. It was recommended that the Finance &amp; Capital Investment Committee would table this matter for further discussion and review in the coming months. It was also clarified that the financial results attained this year are not reflective of previous years due to receipt of government subventions and subsidies.</p> <p><b>ACTION</b> Table a discussion and review of commercial activity and subsidiaries at the first meeting of the Finance &amp; Capital Investments committee and linkage to the SETU Strategic Plan.</p>
6.	<p><b><u>Transition Process:</u></b></p> <p>NOTED Mr Foley and Dr Ryan joined the meeting for the purpose of providing an update to the Governing Body on the SETU transition process project. Mr Foley firstly outlined details of the number of tasks throughout the project, completion status including those in progress or not yet started and tasks currently marked as critical and what must be achieved in time to meet critical milestones in the lifetime of the project plan. He highlighted the management of Risk Registers which have been assigned to individual domain groups and monitored by the project office. Dr Ryan continued by outlining the next phase of the transition plan as now in a post-merger phase, recommending a restructure in order to mainstream activities to business as usual with a focus on high impact projects such as change management, organisational design and implementation of the strategic plan. He outlined that the Programme Management Office provides regular updates to the President and will also provide periodic reports to the Governing Body. The Chairperson thanked Dr Ryan and Mr Foley for the update and opened the floor for a brief discussion which focused on supporting the completion of critical tasks.</p>
7.	<p><b><u>Academic Affairs:</u></b></p> <p>NOTED Draft minutes of Academic Council of 11 October 2022. The President drew attention to approval of Authorship policy and Student Charter. Ms Beadle highlighted a perceived potential risk around working groups, levels of work and pace change created as a result of the merger. Members were advised that integration leads have been appointed to support the additional tasks required during this phase of the merger.</p>
8.	<p><b><u>Other matters:</u></b></p> <p>8.1 <u>External Membership (Audit &amp; Risk committee)</u>  NOTED The Chairperson referred to the memo circulated to Governing Body seeking approval for the nomination of Ms Imelda Buckley as a member of the Audit and Risk Committee. Mr Bergin advised that he expects the final nomination to be available in December.</p> <p>AGREED To approve the nomination of Ms Buckley to the Audit and Risk Committee.</p> <p>8.2 <u>Membership of Finance &amp; Capital Investments committee</u>  NOTED The Chairperson indicated that he would be seeking membership for the above committee in the coming weeks and asked all to consider their involvement in the hope that membership could be approved at the December meeting.</p>

8.3	<p><u>Terms of Reference – Equality, Diversity &amp; Inclusion committee</u>  AGREED To approve the Terms of Reference for the EDI committee</p> <p>ACTION To propose membership of the EDI Committee to the Governing Body.  ACTION To publish EDI terms of reference to SETU website.</p>
9.	<p><b><u>AOB:</u></b></p> <p><u>Delegation Resolution #2 – Sub Delegation</u>  NOTED Following on from Delegation Resolution #2 (Legal Signatory on European Projects) approved at the previous meeting, it was proposed to grant approval to the President to sub-delegate the appropriate tasks to the Vice President for Research, Innovation &amp; Graduate Studies and Vice President for Development. It was noted that the President also retains legal signatory rights and oversight.</p> <p>AGREED To approve the sub delegation as distributed and outlined above.</p> <p>NOTED The next meeting will take place on Thursday 8 December at 4pm at the SETU Cork Road campus in Waterford and be followed by an evening dinner.</p> <p>There being no other business to attend to, the Chairperson thanked all, apologised for the time overrun and closed the meeting at 6.30pm.</p>

**Signed:**




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**Date:** 8 December 2022