

Spiritan Education Trust

Minutes of the 190th Board of Directors Meeting, 15th June 2020

This meeting was held via teleconference

Directors Attending

Mr. Gary Abrahamian
Mr. Brendan Dillon
Mr. Rory Guinan
Mr. Pat Kitterick, Chair
Ms. Caroline Lundy

Ms. Emer O'Connor
Dr. Tom Whelan CSSp
Mr. Ronan White (at 17.35)
Sr. Eithne Woulfe

In Attendance

Mr. Ronan Barry, Faith & Mission Officer
Mr. Tom Jackson, Company Secretary, Finance Officer
Ms. Sheila Lanney, Administration Officer (Recording Secretary)
Mr. Tom Sheridan, Executive Officer

1. Prayer

Ronan Barry led the opening prayer, reminding us that Pope Francis asked for prayers for people around the world during this time.

2. Preliminaries

- (a) Apologies received – none.
- (b) Conflicts of Interest to be declared - none.

3. Minutes of the 189th Ordinary Meeting of 11th May 2020.

- (a) The minutes of the 189th Ordinary meeting of 11 May 2020 were agreed, to be formally signed at the next in-person BOD.
- (b) Matters arising (not included in this agenda) :
Director Tom Whelan clarified the proposed role of Susan O'Connell, Solr in relation to the draft memorandum on the relationship between the Members Board of Directors of SET. The Board approved the estimated outlay of €2,000-€2,500 plus VAT for Ms O'Connell's services, subject to further clarification of the required brief. Tom Whelan was requested to liaise further with Ms O'Connell in due course.

The BoD took time to further explore in general terms their views on the questions of attendance by Directors at AGMs of a Trust company and that of Members at meetings of a Board of Directors.

4. Reports

(a) Finance - SET

SET's year-end accounts for 2019 were digitally signed, RBK are dealing with the CRO return. The Chair noted that, by email decision, BoD had approved €5,000 as SET's contribution to the establishment of the newly-formed APTCS.

(b) Finance – Schools’ financial reviews update

TJ advised the BOD that budget-approval letters had issued to St. Michael’s and Templeogue Colleges. Financial review meetings took place with Blackrock College, Templeogue College and St. Mary’s College. The BoD approved very positive reports on the financial, budgetary and Covid-19 planning positions for the Blackrock College and St. Michael’s campuses, although both estimated 20% reductions in revenue of 20% and 10% respectively.

St. Mary’s College

While St. Mary’s campus are assuming income of €4.4m for 2020-21 and a modest surplus with no significant Covid-related reduction anticipated, and express confidence in its capacity to manage its resources across the year, there was little evidence of the detailed sensitivity analysis around Covid-19 requested by SET. The BoD noted that the school development programme was on hold. On the question of possible requests for fee refunds, these were most unlikely given the level of goodwill towards the school during the crisis. The Executive reported

The BoD noted information from the Finance Manager on a specific ‘ring-fenced’ account held by the school, but not on balance sheet, pertaining to land leased by the school for use as a sports field, the use of the fund being subject to approval of the Charities Regulator.

Rockwell College

The BOD was advised that, regardless of Covid-19 impacts and a substantial end-of year bank balance notwithstanding, Rockwell continued in a challenging financial situation, with significant year-on-year operational deficits. The Executive has had a number of engagements with school on this matter. The need for the school to critically examine its income and expenditure was paramount and SET had secured observer status at Finance Committee meetings as a means of supporting the school authorities. The financial position had been fully shared with the BOM and the need to manage overheads, especially relating to staff payments, had been forcefully brought home to the Principal and Financial Controller by the Chair of the Finance Committee. Further engagement with the school by SET is planned.

5. Executive Report – specific matters for updating & discussion

- *New Chairperson of Rockwell College BoM:* Cyril Hughes is a former Principal and is highly regarded. He is strongly committed to the role, conditionally only for 1 year but the hope is that he may stay on once settled into the role. The BOD formally approved his appointment.
- *New Boards of Management 2020-2023:* The Executive Officer continues to seek out and recruit suitable Trustee nominees for the BoMs of Blackrock College, St. Michael’s Junior & Senior and Willow Junior. Those with an education background/experience, especially at primary/junior school level are required in particular.

- Holy Family Rathcoole: Ingrid Fallon, formerly Deputy Principal, has been appointed Principal and interviews are being held for 2 Deputy Principal posts. The BoD wished Ingrid well in her new role.
- Kimmage accommodation: There has been no clarification yet, given the current situation.
- Rockwell College – governance: The Executive officer outlined progress with the post-Section 24 disciplinary process which has broadly coincided with appointment of a new Chairperson of the BoM. The key immediate tasks are the briefing of the new Chair, the opportunity for the Chair to meet with the Principal and the need for the BoM to devise and execute a performance improvement plan that can be monitored and reported upon over the course of the 9 month period specified in the BoM’s written determination on the disciplinary case.

The Chair of BoD outlined options for continuing and appropriate SET engagement in this process, if necessary, as well as a possible timeline for desired BoM action in exercising its responsibility for the planning and execution of the Training plan, with reference, inter alia, to key performance indicators, ongoing monitoring and – very importantly, in the view of Directors - reporting to SET. While approving SET’s involvement to date, the need for the BoM to have access to appropriate HR expertise was recognised as was the potential support of the JMB in such scenarios.

- Review of School Admissions policies: The Executive Officer reported progress on the Trust’s review of Admissions Policies in the approval process, the deadline for which is Sept. 15th 2020. Issues requiring clarification and further engagement with schools include the following:
 - refusing admission due to safety reasons and the basis of forming an opinion in that regard
 - the opt-out position in relation to R.E.

Though not subject to the new legislation, the Junior Schools have been asked to submit policies, with the objective that they will align with those of their Senior Schools in key respects e.g. statements of ethos. The Executive will engage with the JS management in this task.

6. Any Other Business as may properly arise

The Chair thanked the BoD for their contributions throughout this most challenging year for the Congregation, for SET and for our schools and wished them an enjoyable summer. He expressed particular thanks to the Executive and to Sheila Lanney for their great commitment and support during the past 4 months.

7. Next Meeting

This will be scheduled for September 2020.

Chairperson: _____ Date: _____

Secretary: _____ Date: _____