

Spiritan Education Trust

Minutes of the 184th Board of Directors Meeting, 16th September 2019

Directors Attending

Mr Gary Abrahamian
Mr. Brendan Dillon
Mr Pat Kitterick (Chairperson)
Dr Tom Whelan CSSp
Mr. Ronan White

Apologies

Ms. Mary Fulton
Ms. Caroline Lundy
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

Tom Sheridan led the opening prayer.

2. Preliminaries

- (a) **Apologies** - Ms. Mary Fulton, Ms. Caroline Lundy and Sr. Eithne Woulfe.
- (b) **Declaration of Conflict of Interest** – None was declared.
- (c) **Other matters:** The Chair advised that Ms. Siobhan Corry had resigned from the BOD as of 16th September 2019. The Board expressed appreciation of Siobhán's long and distinguished service to the Board, wished her well for the future and agreed that she be invited as a guest to a future SET social gathering.

3. Minutes of the 183rd Ordinary Meeting of 17th June 2019

- (a) The Minutes were approved and signed.
- (b) Matters arising (not included in this Agenda)
 - Aoife O'Donnell's resignation from Templeogue College was noted and the BOD agreed that she be invited to SET's upcoming dinner.
 - Finance review – St. Mary's Campus: The schools have been informed of the fee increase approved by the Board. The rugby pitch was mentioned as was the cycle corridor, there has been no development on the cycle corridor issue. Enrolment numbers are deemed satisfactory at school level. Regarding the planned development works on both schools, the Board noted assurances on the quality of the project team and the fact that the schools would most likely not require to move off campus during construction work. The project cost of c. €2.5m was deemed very good value and the Board noted a formal request to SET to seek Planning Permission.
 - Governance documents to be signed off: One amendment (to Point 12 in the Board Code of Conduct) was agreed.

- Correspondence from Blackrock College regarding ethos concerns: The Executive was unaware if a response had issued to the school's letter to SET of 5th April 2019 and forwarded to the Congregation for attention. A reminder to the Congregation was deemed appropriate.
- The attendance of PLT members and a funding expert, facilitated by SET at its June meeting, at the annual meeting with Chairpersons was noted, the purpose of their presence being the work of SPIRASI and the potential for schools to contribute financially to the funding of SPIRASI's mission. The Board noted that SET had no function in influencing schools' responses to any overtures made to them in this respect and would not be providing any assistance for any fundraising activity, but did express concern that any use of individual school funds contrary to the Trust's education purposes could pose challenges.
- The Chair reported that, in discussion with Garry Lyons of the P&FO, he was informed that the PLT/members were meeting shortly to discuss, as expected, the matter of lease arrangements with SET and the issue of the Junior Schools. SET awaits the outcomes of this meeting.

4. Correspondence

- TULSA/Dept of Ed correspondence had been received regarding a historical child protection issue back on the 1970s. The Defendant died in 2011 and the Plaintiff has resurrected the issue. This had been passed to Liam Lally, Safe-guarding Officer for the Congregation who responded to the State agencies. The Board noted assurances that the matter had been dealt with correctly but expressed concern regarding the implications of such issues for schools and for SET. A suggestion that the Safe-guarding Officer might attend a future Board meeting was approved.

5. Reports from Board Committees

There were no reports from the Finance, Education or Governance Sub-Committees.

Ethos

The sub-committee presented a paper arising out of the ethos event that followed the June 2019 meeting.

A note of the discussion will be provided later.

Finance matters

Licence Fee/Administration Fees from schools

The FO reminded the Board that, under the current lease with the Libermann Trust, SET is committed to paying €1.8 million annually (€900,000 in each of two moieties, sourced as licence fees from the schools) to the Congregation. The Board approved the issuing of demand letters to the schools for the first moiety of their Licence Fee and the annual Administration Fee for the support of the SET office and activities. As cumulative Licence Fees generally exceed the committed €1.8m for the Congregation, any surplus is applied to funding of SET activities, with the potential to build a SET

reserve. The level of Licence Fee to be charged is a matter for SET, the application of CPI being one possible justification for any increase being considered. The Board may consider small annual increases in line with CPI. The Admin Fee was increased by 5% in 2018-19 and the Board sought no increase for 2019-20. Regarding Templeogue College, who typically pay a nominal administration fee of €500.00 and no Licence Fee, the Board, on a matter of principal and equity, and based on the level of the school's reserves, approved the application of an administration fee of €5 per student.

New register of beneficial ownership

The Company Secretary outlined the new requirements and the need for Directors to provide personal information (PPS no. etc.) to ensure full compliance with our obligations. SET's own internal register will be maintained by the Company Secretary can maintain it

Other matters

The FO noted that Revenue have been in touch with Blackrock Campus on an issue relating to the Charity Regulator. It was noted that similar contact may be made with St. Mary's and St. Michael's campuses.

6. Executive Report – Specific Matters

The Executive Officer advised that the Executive Report was up on the Directors Area of website and briefly reviewed a number of significant events/activities, as follows:

Rockwell College

The EO updated the Board on developments around the ongoing and significant concerns regarding leadership & management capacity at the most senior level in light of the need for urgent strategic and operational changes to ensure the future viability of the College. Mason Hayes & Curran are advising the CBOM, initially in relation to preparation of a report for the Board setting out the major concerns. Regarding an earlier proposal that the CBOM would act as mentor for the Principal, the Board noted that this had not been pursued in light of the strong possibility that a S.24 process would be initiated in due course. It was noted that the Boarding Manager and Assistant Finance Officer have left their posts.

SIMS

The Board noted that, in light of a recent SIMS package reconfiguration and consequent alignment of the product with the needs of Spiritan schools and the level of enthusiasm among financial personnel in the schools, a decision had been taken to defer implementation of SIMS for the moment, pending further exploration of the product's capacity – using the new FMS option - with the service provider and the schools. The EO and FO have negotiated the reimbursement of €60,000 already spent, nett of expenditure already committed. While this is a very disappointing development, the Board was assured that the decision was taken in the best interests of SET and its financial oversight processes for the schools and that the need for a sophisticated accounting system had not been diminished to allow SET fulfil its financial reporting responsibilities.

20th Anniversary Event

The Chair thanked all involved in the planning of the event and congratulated all on its success in marking a very significant and meaningful milestone in the history of the Spiritan education mission. It is intended to post the individual contributions to the SET website.

7. Any Other Business as may properly arise.

- The Chair reported briefly on his attendance at a forum on Catholic Education structures in Maynooth. His written report would be posted to the Directors' Area in due course.
- Regarding the membership levels of the Board, it was suggested that the required quorum for Board meetings be revised in proportion to existing membership until a full complement of Directors was achieved in due course.
- Arrangements to hold the deferred end-of-year Board dinner were approved.

8. Next Meeting

Monday 21st October 2019 @ 18:30pm, SET Boardroom.

Chairperson: _____ Date: _____

Secretary: _____ Date: _____