

## Spiritan Education Trust

### Minutes of the 186<sup>th</sup> Board of Directors Meeting, 25<sup>th</sup> November 2019

#### Directors Attending

Mr. Gary Abrahamian  
Mr. Brendan Dillon  
Mr. Rory Guinan  
Mr. Pat Kitterick (Chairperson)  
Ms. Caroline Lundy  
Ms. Emer O'Connor (new Director)  
Dr. Tom Whelan CSSp  
Sr. Eithne Woulfe

#### Apologies

Mr. Ronan White

#### 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 gathering prayer.

#### 2. Preliminaries

- (a) Declaration of Conflict of Interest: None was declared.
- (b) Other matters: The Chair welcomed Ms. Emer O'Connor as new Director. Emer spoke about her background in education as a teacher of French and Music and as a Deputy Principal, her commitment to the Spiritan education mission and her desire to contribute to the work of the Board.

#### 3. Minutes of the 185<sup>th</sup> Ordinary Meeting of 21<sup>st</sup> October 2019.

- (a) The October Minutes were approved and signed.
- (b) Matters arising (not included in this Agenda).
  - SIMS: Discussions with the provider are ongoing.
  - Register of Beneficial Owners: This will be updated to include the new Director.

#### 4. Reports from the Board Committees

##### • Finance

With the departure of Mary Fulton as Director, the Chair will act as interim Chair of Finance Committee. The need for new Directors with a financial background was acknowledged, as was the facility under the Terms of Reference to co-opt non-Directors to board committees.

##### • Ethos

Based on the outcomes of the ethos focus at the June 2019 meeting, the committee was developing further a strategy to focus the work of SET, of the

Board and of school Boards of Management and staffs around the seven core values, through the exploration of key questions to be used as a basis for some discussion in those contexts. The over-riding consideration would continue to be the challenge of bridging the gap between the professed and the reality in the working through of the core values in the various Spiritan education contexts.

It was agreed to trial this strategy at Board level from January 2020.

- **Education**

- The Board noted the work of the Executive Officer in the ongoing handling of the salary top-up issue in schools arising from DES policy on such practice.
- The sterling work of Caroline Lundy and Sr. Eithne on the redesign of the Annual School Reports (ASRs) was also commended. The Executive Officer is visiting each school, discussing the ASR in detail with the Principal and providing a written SET response to the report as a means of supporting leadership in the school.
- The Board was informed of a serious HR matter in Templeogue College, and, while noting that the school had taken legal advice, questioned the application of a professional code of conduct in the handling of the matter. SET's ongoing and appropriate level of support for school leadership in this instance was noted.

- **Governance**

- **Lease between Libermann & Fr. Galvin Trust and SET**

- The Chair noted the outstanding matter of planned discussions between the Trusts on the long-term lease arrangements around the schools' properties and the impact of the current Junior Schools governance issue on the timetabling of the lease discussion.

- **Memorandum of Understanding on the relationship between Company Directors of SET and the Members**

- The Board noted the rationale for the document as presented by Tom Whelan, specifically in relation to paragraphs (d) to (g) inclusive. While the need for these standards was generally accepted as reflecting the relationship between Members and the Board of Directors under the Constitution of the Company, the Board emphasised the desirability of maintaining the highest quality of communication and interaction between Members and Directors at all times.

- It was agreed that the draft document, duly amended following this discussion, now be formulated for presentation to the Members for their consideration.

- **Masons Hayes Curran Report on governance of Junior Schools**

- The Chair briefed the Board on correspondence from the Provincial/Chair of the Members regarding the Congregation's proposals on the future governance of the Junior Schools, as presented in a report prepared by Mason, Hayes & Curran. The Chair had replied, acknowledging the concerns of the Congregation and accepting

the invitation to SET to consider the proposals. The Chair and Executive had briefly reviewed the document and, while deeming the proposals to be complex and possibly not in the best interests of the Junior Schools, agreed to lay the proposals before the Board for more detailed consideration.

While acknowledging the exposure of the Junior Schools' Boards of Management to liability in a number of areas, and the proposal's rationale to set up each Junior School as a company limited by guarantee as a means of providing legal and corporate protection from liability for BoM members, the Board noted a range of complexities and challenges for SET and for the schools that would arise in the working out of the proposal. be a company in its own right, who the members would be interesting. The need for involvement of key stakeholders at school level – parents, staff - in any change to governance arrangements was highlighted in particular, as was the importance of SET as leader of any such change.

It was agreed that SET should seek independent legal and corporate advice on this important matter and that an early meeting with Eversheds would be arranged. It was also agreed that, following receipt of independent advice, the issue be tabled for further discussion at the January meeting and for wider consideration at the Board meeting in the New Year to be attended by the Members.

## **5. Executive Report – Specific Matters for updating & discussion.**

### *Rockwell College:*

- The Board noted that the Board of Management is in a continuing Section 24 process in relation to the performance of the Principal.
- The Chair, Executive Officer and Finance Manager reported on a recent meeting with Triona Barrett (Chair, BOM) and Brendan Binchy (Treasurer) concerning the financial situation in Rockwell College. Recognising the challenges to the long-term financial viability of the College, particularly in relation to the critical contribution of the boarding facility, SET's support was sought for financial elements of its Strategic Plan; specifically, through a loan guarantee or deferral of all or part of the annual licence fee.

In response, SET acknowledged the sterling governance and oversight work undertaken to date by the BOM around key elements of the school's operation. The consequences of non-viability and ultimate closure, though totally undesirable, were acknowledged. Deferral of the Licence Fee was a matter for the Congregation, but SET would not favour deferral for reasons linked to its own legal commitments to the Congregation. SET undertook to examine the school's proposals in detail and to respond in due course.

### The Board

- acknowledged the very positive work being done at the school and the reputation for excellence forged over many years
- noted the potential future financial position due to a fall in income from boarding

- acknowledged the risk of non-viability and the consequences of closure e.g. staff re-deployment
- while questioning the feasibility of some elements of the school's recently-developed Strategic Plan, welcomed the recognition by the new BOM of the serious position of school finances and their commitment to redressing the fall in income through expansion of girls' boarding onsite and upgrading of the boys' boarding facilities
- questioned, in particular, the robustness of the school's marketing of its current and future boarding facility
- accepted the possibility of seeking some form of Congregational support for the school in the short term e.g. a loan guarantee
- agreed with the Executive position on deferral of the Licence Fee
- notwithstanding the challenges foreseen, noted the potential for some form of common inter-school solidarity fund, drawn from reserves, to assist individual schools with short-term financial pressures
- finally, fully agreed to support the school in all its endeavours to reverse recent and ongoing difficulties and encouraged the Executive to continue its work with the school authorities in this regard while keeping a strong focus on Spiritan ethos in any strategy proposed.

*Rev Jerome Onwvhghalu:*

- The Board approved an Executive proposal concerning a pilot project to bring teachers in training from Africa to Spiritan schools in Ireland. On a related matter, information on accommodation in Shanahan House was shared with the Board.

**6. Any Other Business** as may properly arise.

There was no further business.

**7. Next Meetings**

- (a) Monday 20<sup>th</sup> January 2020 @ 18.30, SET Boardroom.
- (b) Annual offsite meeting to be held in March 2020.

Chairperson: \_\_\_\_\_ Date: \_\_\_\_\_

Secretary: \_\_\_\_\_ Date: \_\_\_\_\_