

Spiritan Education Trust

Minutes of the 187th Board of Directors Meeting, 20th January 2020

Directors Attending

Mr. Gary Abrahamian
Mr. Brendan Dillon
Mr. Rory Guinan
Mr. Pat Kitterick
Ms. Emer O'Connor
Dr. Tom Whelan CSSp
Sr. Eithne Woulfe

Apologies

Ms. Caroline Lundy
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 prayer and reflection. The Board took time to remember Úna McGettrick, mother of Alan Rogan/WPSS and Anne O'Connell, former DP/WPJS who passed away in recent times. R.I.P.

2. Preliminaries

- (a) Declaration of Conflict of Interest: None was declared.
- (b) The Chair advised that Ronan White has indicated that due to other commitments he will be stepping down from the BOD.
- (c) In response to an Ethos Sub-Committee proposal and as agreed at the 186th Meeting in November 2019, the Board was asked to reflect on a key question that would focus Board discussion and decision-making at this meeting, as follows: *How will the discussions, proposals and decisions made at this meeting help the network to close the gap between the Spiritan value of Option for the Poor and the lived realities within the network?*

3. Minutes of the 186th Ordinary Meeting of 25 November 2019.

- (a) The Minutes of the 186th Ordinary Meeting of 25 November 2019 were approved and signed.
- (b) Matters arising (not included in this Agenda):
 - i. SIMS settlement: Discussions are ongoing; an offer is imminent but may not satisfy SET's requirements.
 - ii. Draft MOU between SET and the Members: This has been approved in principle by the Board and requires minor editing before presentation to the Members. It was proposed that the document be reviewed independently; Lucy Franks, an expert in governance was suggested as a possible reviewer.

4. Reports from the Board Committees

Cross Committee Item – Governance and management of the Junior Schools.

In a PowerPoint presentation, the Chair reviewed the core issues involved and compared the MHC and recent ES proposals on the matter. He noted again the request from the Members/PLT to jointly address, with SET, this long-standing issue. It was proposed that the Members/PLT be invited to the February meeting of the Board for joint discussion on the matter. As individual BoM members' liability was at the core of the matter and in response to a query concerning Directors' Insurance, the Company Secretary/SET Finance Manager clarified that school insurance already in place provided very limited protection to BoM members.

It was noted that the twin proposals/solutions agreed broadly on certain matters e.g. the incorporation of a company limited by guarantee (CLG) with the standard structure of Member(s) and Directors, committees for each of the three school, and the desirability of mirroring, as closely as possible, the existing management structure of each JS. The proposals differ to some extent or other on the function of a CLG in relation to school operation & management, Members, Directors and Committees.

The Board noted a range of other issues related to governance and management structure of the Junior Schools e.g. the future relationship of proposed CLGs with SET, the charitable status of each CLG, consolidation of accounts, due diligence and asset transfer agreements (personal data, contracts, bank accounts, equipment, services procured from Senior School, insurance, employees, Garda vetting). In particular, the Board questioned the place of Campus Finance Committees in any future governance landscape.

Tom Jackson, Finance Manager referred the Board to Margaret Gorman's/Eversheds' letter dated 17th March 2017 on the legal relationship between SET and the schools under its patronage.

Discussion included the following:

- The burden of placing the Junior Schools historically as separate entities within the Trust
- The advisability of exploring comparable governance/management situations in other trusts/schools e.g. Alexandra College, with potential to avoid the CLG route, while acknowledging the practical difficulties of absorbing JS management within that of a 'parent' Senior School/College
- Current and future exposure of the schools' financial positions
- The critical importance of charitable status and the implications of its loss to the schools and, potentially, to the wider Spiritan school network; the weakness associated with the use of reserves for the charitable purpose
- The implications for ethos and the potential loss of religious identity in a CLG scenario, and the significant adaptation that would be required of the Junior Schools in a change of governance as proposed

- The possible need for a formal agreement between BOM of Senior School and a body that manages affairs of Junior School
- The possibility that, in an alternative governance/management arrangement involving senior and junior sections, the interests of the two schools might not always align
- The question of where responsibility for decisions around the governance/management of the Junior Schools should properly lie.

In summarising, the Chair noted the Board's concerns around risks associated with the CLG option and the need to explore further options, where possible ones that least deviate from existing structures.

It was agreed that, in replying formally to the Chair of Members, the Eversheds advices would be provided along with an invitation to attend the February meeting at 19.00, and that the Board would meet at 18.00 prior to Members' attendance. It was further agreed that the attendance of Garry Lyons from the PLO would be helpful but this would be a matter for the Members.

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

Cross College Spiritan Workshop

Ronan Barry reported that students representing Blackrock, Templeogue, St Michael's and St. Mary's Colleges and Holy Ghost Prep School (USA) gathered in Blackrock College to explore Spiritan Schools in the future in the context of a common faith agenda and with the question; what would a Spiritan school look like in the future based on the seven Spiritan core values? A process, including appropriate facilitation, was prepared by SET to aid student voices to be heard.

Annual School Reports (ASRs)

ASRs, and SET's response, have been an agenda item at BoM meetings, ensuring that the BoM is informed about school policies and also that the relationship between the Principal and Board is such that the principal fulfils his/her role under Article 22/DoT to keep the BoM fully informed about school activities. This exercise which helps us to ensure that we fulfil our role as trustees and has given us the opportunity to "shine a light into our schools" and to agree where action is required. The meetings conducted with the principals have been cordial and positive.

Rockwell College

Ongoing in-school management issues are being managed. The Deputy Principal is retiring, creating space to address the character of school leadership. Concern remains about school finances and engagement with the school authorities has been slow. Overall, the commitment of an energetic and responsible board was noted.

Templeogue College

The major issue referred to at the November meeting has been resolved, due primarily to the generosity of the principal and her determination to establish and maintain clear lines of accountability between herself and her staff. Other challenges remain but progress is being made on all fronts. A meeting was held on Tuesday 14th January

between representatives of the BoM, the E.O. of SET and representatives of the Property and Finance Office to consider the optimum use of the swimming pool in Templeogue. The overall quality of accommodation is a concern.

St. Michael's Hospital school - Our Lady of Lourdes -

Sr. Eithne had brought to TS's attention the situation in St. Michael's Hospital Dun Laoghaire in relation to providing teaching support. Recognising the essence of the Spiritan education mission, a meeting has been organised with Erica Sheehan, DP Willow Park Senior School and St. Michael's Dun Laoghaire regarding provision of teaching volunteers in a situation where the hospital school, a recognised school, had no teaching staff currently (DES had withdrawn the SNA, the teacher was on leave and the replacement teacher left for a Principal position elsewhere).

SET Annual Conference

The impact of the Spirasi input was noted in particular as were the Day 2 presentations on BOM responsibilities. TS, RB and SL were thanked for their role in organising the event. We had roughly 40 attendees on each day. EOC advised that as a new Director she really enjoyed the conference, which was well worth attending and a great way to share ideas.

6. **Any Other Business** as may properly arise.
There was no further business.

7. **Next Meetings**

- (a) Monday 25th February 2020 in SET Boardroom @ 18.00pm with the PLT/Members invited to join at 19.00pm.
- (b) Annual offsite meeting will be held in March 2020 in St. Mary's College, Rathmines. The Executive Officer will make the appropriate contact.

Chairperson: *Pat Kitterick* Date: *24/2/20*

Secretary: *Thomas Jack* Date: *24/02/2020*