

Spiritan Education Trust

Minutes 177th Board of Directors Meeting, 15th October 2018

Directors Attending

Mr Gary Abrahamian
Ms. Siobhan Corry
Mr. Brendan Dillon
Ms. Mary Fulton
Mr Pat Kitterick (Chairperson)
Ms. Caroline Lundy
Dr Tom Whelan CSSp
Mr. Ronan White
Sr. Eithne Woulfe

Apologies

Mr. Brian Harvey

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.

2. Preliminaries

- **Apologies** – Brian Harvey sent his apologies.
- **Declaration of Conflict of Interest** – there was no conflict declared.

3. Minutes of previous meetings – 17th September 2018 and 1st October 2018

The minutes of the Ordinary Meeting of 17 September and Special Meeting of 1 October were approved and signed. There were no matters arising.

4. Correspondence

- An invitation from Margaret Gorman to attend alumni event in UCD was noted.
- Report from Gerry Lundy, Gerry Lundy, Executive Chair, Implementation group for the Strategic Plan for Catholic Education – as this was received only this afternoon, it will be circulated and Ronan White agreed to speak on the subject-matter at the November meeting.

5. Board Committees

(a) Finance Committee - Proposed Lease between Libermann Trust and SET

The Chair gave a short summary PowerPoint presentation on the current position, referring to the purpose and key elements of the lease, the principal concerns of the BoD and the extent to which these were addressed through

letters of comfort/side letters already received and recent amendments to the lease, and, finally, the advices received from Eversheds along with their Lease Report. In conclusion, he asked the Board to consider whether, in its view and having regard to its functions, duties, powers and responsibilities and the powers of the Members under the SET Constitution, the Board had sufficiently carried out its fiduciary duties to satisfy itself on key questions and was in a position to accede to the Members' request to execute the lease.

The Chair asked Tom Jackson to advise the BoD of the financial implications for SET of not signing the Lease. The Board was informed of the current cash situation, future short-term expenditure commitments and outstanding liabilities. The Chair advised that should the meeting wish to discuss future financial planning which might involve HR issues, the Executive Office team would be asked to absent themselves for the duration of any such discussion.

The BoD noted the general thrust of the Eversheds advices. Subsequent discussion, *inter alia*, covered issues such as:

- the failure of the lease to recognise the reality of the SET-schools relationship
- the need to have certain terms further amended, the requirement for concurrent backing licences with the schools and the impact of same on the finalisation of the lease,
- the centrality of the repair clause to solving the issue of the lease, the exposure of SET to significant potential liability arising from that element notwithstanding the break clause, the lack of clarity in relation to the responsibility to finance repair, and the extent to which this particular obligation could impact generally on SET's own mission into the future
- the advisability of asking the Congregation to set the proposed lease aside and to formulate an alternative strategy to achieve their understandable objective around licence income
- the need to have a joint meeting of the Members and BoD to address the core concerns of the BoD.

In summarising the discussion, the Chair noted the general consensus that the Board was not yet in a position to recommend that the lease be signed and that continuing engagement with the Members was required, avoiding the need for further legal costs if at all possible. It was agreed that the Chair would write to the Chair of the Members, setting out the current position, expressing the openness of the Directors to reaching agreement as quickly as possible and inviting joint engagement on the issue as a matter of priority.

(b) Education Committee – Ratification of BOM Nominees 2018-2021

Outstanding names for ratification as new Board of Management nominees for the period 2018-2021 were circulated, proposed (S. Corry) & seconded (T. Whelan) and unanimously approved for appointment. The Chair congratulated Tom Sheridan on his hard work over 6 months in forming the 3 new BOMs,

emphasising the vital importance of effective Board leadership and a clear understanding of Spiritan ethos among Trustee nominees proposed.

6. Report from SET Executive – key points

- Installation of SIMS into Rockwell College will commence in the coming weeks.
- As part of SET’s promotion of engagement in the Clondalkin initiative, a shared trip to Glendalough involving Willow Park Junior School and the Clondalkin school was extremely successful, the children all thoroughly enjoyed themselves, and teachers and SNAs all engaged well together. Tom Sheridan has explored with the schools the possibility of some musical interaction between the two schools.
- Tom Sheridan and Ronan Barry met with Corinne Latham in her Belfast school in advance of her input to the SET Annual Conference.

7. Any Other Business as may properly arise

- a. Templeogue College’s open day was noted.

8. Date and Place of Next Ordinary Meeting – Monday 19th November, St. Michael’s College, Ailesbury Road, Dublin 4.

Chairperson: _____ Date: _____

Secretary: _____ Date: _____