

# Spiritan Education Trust

## Minutes 166<sup>th</sup> Board of Directors Meeting, 18 September 2017

### Directors Attending

Mr Gary Abrahamian  
Mr Brendan Dillon  
Mr Pat Kitterick (Deputy Chair)  
Ms Caroline Lundy  
Dr Tom Whelan CSSp (Chairperson)

### Apologies

Ms Siobhan Corry  
Ms Mary Fulton  
Mr Ronan White  
Sr Eithne Woulfe SSL

Mr Ronan Barry, Spiritan Identity, Faith and  
Mission Officer

### In Attendance

Mr Tom Jackson, Company Secretary, Finance Officer  
Ms Sheila Lanney, Administration Officer (Recording Secretary)  
Mr Tom Sheridan, Executive Officer

### 1. Prayer

The Prayer was shared among the attendees, and was read by Tom Sheridan.

### 2. Preliminaries

Apologies were received from Siobhan Corry, Mary Fulton and Ronan White.

The Chair declared that the minimum number of Directors required were at the meeting for the meeting take place.

The Executive Staff left the room. Directors formally ratified the approval of the appointment of Sheila Lanney to the Company offices, and wished her well for her time with us. The Directors also approved the parameters for creating a new contract for Ronan Barry. At this point the Executive staff were invited to return to the meeting.

Tom Whelan welcomed Caroline Lundy to the Board of Directors and thanked her for agreeing to offer of her time, energy and expertise to the Board. Caroline Lundy then gave a brief synopsis of her education, career and experience. The Chair then mentioned that a second Director, Sr Eithne Woulfe SSL, has been appointed to the Board but was unable to be in attendance this evening because of a prior commitment. He gave a brief overview of the experience and skill sets that Eithne will be able to bring to the Board.

The Chair then asked that a deep offer of thanks and appreciation of the Board to the outgoing Directors be recorded. He noted that this reflects the gratitude that Members have for those serving over many years, and who have now stepped down in accordance with the Constitution. He spoke of the contribution that was given to the Board by Joe Barrett, Dr

Mark Fennell and by Justice Catherine Murphy. He noted that the Company Secretary had already written to them on behalf of the Members, and that he himself had been in touch by phone (and, in the case of Justice Catherine Murphy who was unable to be contacted by phone, by email) to reiterate the gratitude of the Members for their long years of service. The Chair of the Members, Fr Marc Whelan CSSp, will write to them soon.

### **3. Minutes of Meeting on 19<sup>th</sup> June 2017**

The minutes were approved.

### **4. Matters Arising**

There were no matters arising not already included in the Agenda.

### **5. Declaration of Conflict of Interest**

There was no declaration of any conflict of interest arising from the Agenda.

### **6. Report from Governance Committee**

Pat Kitterick, Chair of the Governance Committee, reported that work continues with regard to the issue of Junior Schools. The most viable proposal seems to be that the Junior Schools become Companies (limited by guarantee) so as to overcome the exposure to Boards of Management members. This seems to be the best option, giving the ruling of the Supreme Court in the Hickey v McGowan case. The Board discussed the future implications to Spiritan Junior Schools of the proposal, including the admissions policy (which may need to change over the next number of years), and in view of the fact that financial information regarding the schools will need to be reported from October 2018 (in accordance with CRA regulations). The Junior Schools in this way may be afforded some of the same protections that Secondary Schools have by virtue of the fact that these are regulated. When protected under charities status, the Boards can then be protected from liability, in the normal way.

Tom Jackson stated that the admissions policy for primary schools had passed second stage in The Dáil. If passed, this may have serious implications for our Junior Schools.

Caroline Lundy asked if our Junior Schools still have an admissions policy?

Brendan Dillon said we should go back to Margaret Gorman, Solicitor in Eversheds and get a stronger opinion and ask if there is anything we are missing out on, as liability is a big issue. It was agreed that Tom Sheridan, Tom Jackson and Pat Kitterick would liaise with Margaret Gorman and seek a legal opinion specifically dealing with liability. He said that schools will exchange information and we need to make sure that we have all the correct information to hand.

The schools should apply for charitable status and the newly appointed auditors will help us through this process. Tom Jackson has been engaging with the auditors for the schools and there is much work to be done. October 2018 is the latest date by which we need to be compliant. We need to know how best to handle the situation.

Brendan Dillon said he had a query regarding the indemnity that is in place. Tom Jackson said that this has recently been renewed for €1 million.

Continuing his report from the Governance Committee, Pat Kitterick reported that the vacancies on the Board of Directors was being dealt with, but that the Board is well within the requirements set by the Constitution, of a minimum of 5 Directors and a maximum of 12.

He also reported that the Directors' Manual is to be revised, along with some other material relevant to the smooth running of the Board.

## **7. Report from Ethos Committee**

Gary Abrahamian, Chair of the Ethos Committee, presented the Terms of Reference of the Ethos Committee which was accepted as presented with one modification to the text: page 1, c) after the word "appropriate", is added "subject to approval by the Board". It was agreed that this addition would be made at a similar place in the Terms of Reference for the Finance and Governance Committees. It was noted that co-opted people, according to the Terms of Reference, are members of the Committee for no more than two years (a one-year period that can be renewed), and a query was made about the prolongation of this term. In response to this it was noted that Directors themselves are re-appointed to the Committee each year (normally in October) and that this allows a turn-over of membership, particularly in view of the fact that one third of the Directors step down each year (with the possibility of being reappointed). With a possible turn-over of Directors, it makes every sense that those co-opted are renewed annually, and that they should not normally serve more than two terms.

However, it was emphasised that the Terms of Reference are reviewed annually, and that the Board are free to change and modify any of the Terms as it sees fit so that the various Committees can work competently and productively.

Gary proposed to the Board the appointment of Fr. Brian Starcken CSSp and Mary McMahon to the Ethos Committee as cooptees. This was unanimously agreed by the Board.

Ronan Barry has been working with the schools re the core values and the Spiritan way of life. He has been doing work with regards to preparation for Ethos training with Boards of Management of schools. Tom Sheridan said that training is not compulsory but should be encouraged. Ronan said that school Principals will be interviewed and asked what it is like being a Principal of a Spiritan faith-school, and what is their leadership style in the schools. How they handle certain scenarios like discipline issues, chaplaincy services, faith development, admissions policies and teaching and learning, should all reflect Spiritan Ethos. For the allocation of resources, schools will need our support. Ethos and Spiritan values should be clearly reflected on each Agenda.

Brendan Dillon said that students should be very clear on what it means to be a Spiritan educated student. Where are the schools now with ethos? This should form part of discussions with and within each school.

Caroline Lundy said that Principals and teachers need to be more aware of the Ethos and they need to know that we are behind them every step of the way. Some Principals feel they

have little support as leaders of Spiritan schools. Faith education leaders – Middle Leadership Programme are to come together.

Tom Whelan noted that there has been no induction regarding Spiritan ethos for SET Directors, but that this is planned for sometime this year. The Ethos Committee will be asked to help prepare this.

#### **8. Report from Finance Committee**

In the absence of Mary Fulton, Tom Whelan reported two proposals to be ratified by the Board.

The first relates to SIMS (Schools Information Management System), and this system will be rolled out on a phased basis over the coming months, at a cost to SET of €28,000 (with some related costs which will be accrued over the next two to three years). A letter is to go to the Members seeking permission for such a spend, as the Constitution requires that any cost in excess of €30,000 requires the explicit consent of the Members. The decision to purchase SIMS was already made by the Board. The Board now mandated Tom Whelan, as Chair, to write to the Members asking for authorisation to exceed the “threshold sum” mentioned in the Constitution.

Tom Sheridan mentioned that SIMS will eventually end up paying for itself.

Tom Whelan also reminded the Board that it had agreed in principle to a change in the Company’s accounting and auditing practices. The Constitution of SET also requires that Members be asked to authorise this, and the Board unanimously mandated the Board Chair to write to the Members to that effect.

Tom Jackson said that the audit was sent out to tender. The SET auditors as well as the existing school auditors, along with three other accounting firms, had been invited to tender for appointment as group auditors for the schools. The closing date for receipt of tender documents was 25<sup>th</sup> August 2017. As Finance Officer, Tom Jackson met with all tender invitees and provided all the necessary information. Six final tenders were received on the due date and the Finance Committee met and are recommending that RBK be appointed as group auditors for a period of three years. The Board approved the proposal of the Finance Committee.

In relation to a point brought up under the Governance Committee report, Tom Jackson stated that he has renewed the Directors’ and Officers’ insurance policy with a cover of €1 M. He stated that it should be noted that SET’s Directors and Officers are also covered under the Allianz Insurance individual school insurance policies.

#### **9. Report from SET Office**

The Report from the SET Office, prepared by Tom Sheridan, Executive Officer, was taken as read, and Tom invited queries and requests for clarifications from the Board.

Tom Sheridan initiated an open – and initial – conversation on Admissions Policy (already addressed earlier in the meeting by Tom Jackson). It seems that the Admissions Policy, if

passed by the Oireachtas in its current form, will restrict the right of Secondary Schools to prioritise who they take in. As a result, Junior Schools could become less attractive to certain clientele, this will have severe financial implications on the school. Everyone has the same entitlement to a place in Senior Schools. The Admissions Policy of schools needs to be very clear regarding its intake procedures. This will be a challenge for the Board of Management of schools. After legislation is passed, the prevailing attitude could very well be that any student can enter a school as long as their fees can be paid. This would mean that there will not be any special treatment given to students; there will be no unfair advantage to any student on the basis of whether parents or grandparents went to the school before them.

However, the Constitution (of Ireland) lays out that the State cannot interfere with Catholic run schools. JMB are looking at potential ways of dealing with potential legal challenge to this proposed legislation. This will have a huge effect on Junior Schools and on their viability. If parents have no sense that by sending their children to a Junior School they will have automatic admission to the related Senior School, then parents will send their children elsewhere – probably to a local (non-fee paying) primary school.

There was a concern raised that the legislation has not yet been passed, and that until it is at a much-advanced stage, we are wasting time with speculation. However, it is good that the issue is referred to at this stage to ensure that Directors are aware of developments in the area. The Chair suggested at the next meeting we have an opinion on this new legislation, and Pat Kitterick asked that Tom Sheridan go through the draft legislation with a view to offering such a brief report.

#### **10. Appointment of Trustee Nominee to Schools**

The names of the new Trustee Nominees were mentioned and a synopsis of their careers and experience was given and it was explained what each would bring to the Board of Management. The Boards need Nominees with huge educational experience, with strong focus on education and, in particular, we know that Siobhan O'Connor (St Michael's Senior School) will focus on special education. We are happy that we have some strong leaders who will be supportive of the Board, and it was noted that all are excellent candidates.

Tom Whelan wrote individual personalised letters to outgoing Nominees and thanked them sincerely for their time and input. The Trustee Nominees, and proposed Chairpersons for each Board, were approved for the Boards of Management of Blackrock College, Willow Part Junior School, St Michael's College, Senior School, and St Michael's College, Senior School. A new Chairperson for the Board of Management of Willow Part Senior School was also approved.

Tom Whelan noted that Principals of these schools had already been notified that the process was under way for the renewal of Boards of Management. Letters had also been sent to all Chairpersons, underlining the deep gratitude of the Trustees for their years of service. Similar letters were also sent out to all other Trustee Nominees, as also to Parents' and Teachers' Nominees.

Trustee Nominees appointed at this meeting of the Directors will be informed in writing by the Chairperson over the coming days.

**11. Any other business**

There was no other business

**12. Date and place of next meeting**

Monday 16<sup>th</sup> October 2017.

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

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