

Spiritan Education Trust

Minutes 168th Board of Directors Meeting, 23 October 2017

Directors Attending

Ms Siobhan Corry
Mr Brendan Dillon
Mr PJ Farrell
Ms Mary Fulton
Mr Pat Kitterick (Deputy Chair)
Ms Caroline Lundy
Dr Tom Whelan CSSp (Chairperson)
Mr Ronan White
Sr Eithne Woulfe SSL

Apologies

Mr Gary Abrahamian

In Attendance

Mr Ronan Barry, Spiritan Identity, Faith and Mission Officer
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 led by Ronan Barry.

2. Preliminaries

- Apologies were received from Gary Abrahamian.
- The Chair welcomed the two new Directors, Sr. Eithne Woulfe and Patrick (PJ) Farrell and thanked them for agreeing to become Board members. Both Sr Eithne and PJ gave a brief synopsis of their professional backgrounds.
- The Chair asked each Director to check their own contact details and amend as appropriate. Each person will be provided with a copy once complete.

3. Minutes of Meeting on 18th September 2017 & Minutes of Incorporal Meeting 29th September 2017.

Both sets of minutes were approved.

4. Matters Arising.

There were no matters arising not already included in the Agenda

5. Declaration of Conflict of Interest

No conflict arising from any Agenda item.

6. Report from Ethos Committee

There was no report from the Ethos Committee.

7. Report from Governance Committee

- (a) The Safeguarding Policy of SET will be uploaded to the website, and a hard copy of the document will be available in the reception room.
- (b) Revision of the *Directors' Manual* is a priority for the Committee.
- (c) The Chair of the Governance Committee and Finance Officer reported on deliberations to date on the legal, financial and charitable status of SET Junior Schools. Specific reference was made to recent consultations with Eversheds Solrs. and the newly-appointed auditors on options available to SET concerning limited company status, and the challenging and complex compliance requirements of the Charities Regulator, Revenue and CRO associated with charitable status, particularly in the context of recent correspondence between the Revenue Commissioners, Charity Regulator and SET.

The Board noted specific challenges and agreed actions as follows:

- In the context of the status of the Junior Schools as non-recognised schools under the Education Act 1998, and protection currently afforded to members of Boards of Management of these schools under any and all relevant insurances, the Board:
 - agreed to confirm current insurance protections and, as a matter of urgency, to establish whether SET requires to put in place further protection/indemnity and, if so, to act accordingly
 - noted the need for further consideration of the regulatory and reporting implications of incorporation of the schools as companies limited by guarantee
- The current use of local Spiritan community CHY numbers by the schools, the available alternatives and the implications of same; in that regard, the Board
 - recognised the complexities and implications involved and highlighted the need to align SET's legal and financial advice in the interests of protecting the charitable status of our Junior schools and, ultimately, that of the Congregation and its assets
 - noted Evershed's advice that SET would create an organisation chart of all governance relationships (legal, financial etc.) between the Members, SET and the schools as a basis for further discussion and advices in the light of new and developing insights
 - approved a proposal to engage, if required, an independent facilitator - Fergal Dunne was proposed - to assist in clarifying the precise requirements of the Trust in relation to the future status of the Junior Schools, but urged that the services of its existing legal and financial advisors be exploited fully in that endeavour.

The Chair proposed that the next meeting should consider setting up a Working Group to look thoroughly into this entire matter, with authority, subject to approval of the Chair, to co-opt experts as well as to purchase appropriate expertise where advisable.

- (d) Directors were briefed on the purpose of the "Confidentiality and Conflict of Interest Policy" in protecting the confidentiality and integrity of Board meetings, and in providing a mechanism through which a Director's conflict of interest, whether actual or perceived,

can be managed appropriately. Board Members were afforded opportunity to read, complete, sign and return these to the Chair as soon as possible.

- (e) A proposal that the Committee on Staff Matters, created last year, would be now collapsed into the Governance Committee, as both pertain to the inner workings of the SET Company, was carried unanimously.

8. Report from Finance Committee

There was no report from the Ethos Committee.

9. Report from SET Office

Key items noted and discussed included:

- The success of the Study Bursary, benefitting 10 teachers and their schools
- The cancellation of New Teacher induction due to “Storm Ophelia,” and plans to reschedule for some time after Christmas
- The forthcoming trip to Paris and the Spiritan “sources” and current works, organised by Ronan Barry, to be attended by some of the Executive staff and about 17 teachers from across the schools’ network
- The benefits accruing from the Joints Trusts Middle Leaders meeting and the openness to SET teachers attending the forthcoming Joint Trusts Primary School Conference.
- Correspondence concerning use of the community CHY number by St. Michael’s College.

10. Approval of Parent Nominees to Boards of Management

New Parent Nominees to the Board of Management of St Michael’s Senior School were approved by the Chair in writing in order to allow the initial Board meeting of the school take place legally. The Board formally approved these appointments.

11. Reappointment of Director Members of Committee

Directors’ memberships of Committees are renewed each year, per the Terms of Reference of the various Committees. After consultation with the relevant Directors, the following were proposed, seconded and approved for re-appointment to Committees: Gary Abrahamian and Ronan White to the Ethos Committee; Mary Fulton and Tom Whelan to the Finance Committee; Pat Kitterick, Brendan Dillon and Tom Whelan to the Governance Committee.

12. School Admissions legislation

The Board noted legal opinion regarding the implications of the Education (Admission to Schools) Bill for admissions policies of SET schools, and specifically the position of ‘feeder schools’ (SET Junior Schools) to SET recognised post-primary schools. Discussion centred on the responsibility of schools to develop compliant policies, and the role of SET in supporting and advising schools in this task, approving draft admissions policies and generally ensuring schools’ compliance with the legislation and their policies’ adherence to Spiritan ethos. It was agreed that this issue would form part of the agenda for the new Education Committee.

At 8.00pm Sr. Eithne excused herself as she had to attend another meeting.

13. Establishment of an Education Committee

The Chair proposed Sr. Eithne and Caroline Lundy as initial members of the Education Committee, with the Executive Officer/Education Officer as *ex officio* secretary to the Committee. This motion was approved unanimously.

14. Approval of Synthetic Pitch, Blackrock College

In March 2017, the Board of SET approved in principle the current phase of the Blackrock College Campus Development Plan. The College is now seeking the specific approval of SET regarding the proposed Synthetic Pitch so that the formal request to proceed can now be made by Blackrock College to the Property and Finance office of the Spiritan Congregation.

The Finance Officer reported that the necessary finance was in place for this phase, and that there was no other issue of concern regarding this stage of the process. The task of the Board was noted viz. to approve, if it thought fit, so that the College could get the approval of the Spiritan Congregation before submitting the proposal for Planning Permission. A formal vote to approve this stage of the development project was passed unanimously, without abstention.

The Executive Officer, Tom Sheridan, noted a breach of protocol in the management of Rockwell College’s development project, specifically regarding the building of a new Pavilion. It was noted that both Tom Sheridan and Tom Jackson were travelling to Rockwell the following day to meet with the Principal.

15. Dates for Directors’ Meetings for 2018

The dates for Directors’ Board Meetings for 2018 were distributed. A proposal that occasional Board meetings be held off-site in our schools was approved.

Regarding induction for new members, it was agreed that this would happen as soon as is feasible. The need for induction in relation to Ethos was noted; it is hoped that the Ethos Committee will help organise this when the time comes.

16. Any Other Business

The Chair advised the Board of Directors that after 16 months as Chairperson he is stepping step down from that role, but will remain on as a Director. Pat Kitterick, currently Deputy Chair, will be taking over as Chairperson as soon as he is officially appointed. Until Pat Kitterick is formally appointed Tom will remain in the role, for legal reasons. Tom thanked all of the Directors, those retired from the Board as well as current Directors, for all the work they have done while he was Chairperson. Pat Kitterick thanked Tom Whelan.

17. Date and place of next meeting

Monday 20th November 2017, SET Offices.

Chairperson: _____ Date: _____

Secretary: _____ Date: _____