

Spiritan Education Trust

Minutes 168th Board of Directors Meeting, 20 November 2017

Directors Attending

Mr Gary Abrahamian
Mr Brendan Dillon
Mr. PJ Farrell
Ms. Mary Fulton
Mr. Brian Harvey
Mr Pat Kitterick (Chairperson)
Dr Tom Whelan CSSp

Apologies

Ms Caroline Lundy
Mr. Ronan White

Absent

Ms. Siobhan Corry
Sr. Eithne Woulfe SSL

In Attendance

Mr. Ronan Barry, Identity, 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 meeting in prayer.

2. Preliminaries

- Apologies were received from Caroline Lundy and Ronan White.
- The Chair welcomed Brian Harvey who has been formally appointed as Director. Brian gave a brief synopsis of his education, career and experience.
- The Chair also welcomed Tom Whelan as an ordinary board member and thanked him for his sterling work as Chairperson.

3. Minutes of Meeting on 23rd October 2017

Gary Abrahamian pointed out one minor change in the Minutes which will be amended accordingly. The Minutes were duly proposed, seconded and signed.

4. Matters Arising

- The Directors' contact list will be amended and redistributed to the Board.
- Tom Sheridan and Tom Jackson reported on a visit to Rockwell College to discuss matters in relation to its development project. The Board
 - noted the history of the project, work on which has begun
 - noted the plan to finance the hall development and assurances regarding the school's capacity to repay a loan undertaken in that context, its general financial challenges notwithstanding

- expressed concern at the school's failure to adhere to SET protocol, including complete documentation, in relation to approval for major development work in its schools and noted that expected updated information had yet to be received
- queried the role of the school's Board of Management in decisions on the project and sought evidence of its deliberations
- recognised the competing priorities as between the new hall complex and the need for urgent improvements/upgrading following a fire safety audit, but expressed strong views concerning school decisions on the allocation of scarce financial resources
- in light of the above, directed that a strongly-worded letter from the Chair issue to the school authorities
- agreed that a strategy to regularise the situation would be proposed by the SET Office, and
- agreed on the need to maintain vigilance regarding schools' adherence to approval protocols in relation to major development projects.

5. Declaration of Conflict of Interest

None was declared in respect of any Agenda item.

6. Appointments of Directors to Committees

- Siobhan Corry was formally proposed, seconded and duly appointed as member and chairperson of the new Education Committee consists, joining Caroline Lundy and Sr. Eithne Woulfe, supported by Tom Sheridan.
- Brian Harvey was formally proposed, seconded and duly appointed to the Finance Committee.
- The Chair noted the importance of regular Committee meetings and the opportunity of reporting to the Board of Directors.

7. Report from Finance Committee

A report of the Finance Committee (FinComm - meeting of 14 November 2017) was tabled and addressed the following:

- Structure and regulatory obligations: FinComm noted
 - the ongoing discussion in SET concerning the legal structure of the Junior Schools and the potential impact of decisions on such as incorporation on financial reporting and regulatory compliance obligations
 - ongoing issues relation to CHY numbers and CRA reporting
 - the Board accepted FinComm's view that RBK be engaged to approach Revenue to resolve CHY numbers registration
 - potentially conflicting advices (from RBK and on behalf of the Members) in relation to consolidation and SET annual financial statements
 - the Board agreed that the Property & Finance Office be requested to present any relevant professional advices received
- SET Annual Financial Statements for FYE17: FinComm noted that
 - ARD is May 2018, with an audit/financial statements timetable to be agreed with Nolan & Co.

- RBK are appointed auditors for FYE18, both for SET and schools
 - the Board requested that schools be advised accordingly
- FSSU's view that Trustees appoint auditors and that audit reports be addressed to the Trustees.
- SET Outturn for FYE17 and budget for 2018: FinComm
 - presented an income & expenditure analysis and budget forecast and addressed some non-recurring items
 - in approving retrospectively of a former employee's severance payment, the Board agreed that all such personnel matters would henceforth be the remit of GovComm, subject to final Board approval.
- School internal control audits: FinComm
 - had considered the 2 reports on the St. Michael's campus, and had noted positive outcomes in respect of internal control of fee income, governance structures (including review and oversight functions) and segregation of functions
 - had noted control weaknesses identified, and related observations and recommendations
 - recommended that the reports be issued to the school authorities for management responses and plans to address weaknesses identified
 - noted the value of such audits generally and proposed to discuss with RBK a plan to cover all remaining schools in depth over a number of years
 - recommended that, outside of full audits and in order to minimise costs, that RBK be requested to additionally on higher risk issues to be identified by SET e.g. non-departmental salary structures in their annual preparation of schools' financial statements.
- SIMS update:
 - The Board noted that implementation was proceeding to plan, with initial set-up in Rockwell and in Blackrock College campus.
- Financial Risk Management policies:
 - FinComm was of the view that a remuneration policy for schools, based on existing FSSU models, was a key priority
 - Tom Jackson will draft a remuneration policy for FinComm consideration prior to presentation to the Board
- Proposed Lease Agreement:
 - FinComm noted that the Members are reconsidering this proposal and that a draft agreement for SET consideration is not imminent.

The Board was informed of the schools' annual budget presentation to SET where issues such as cost variations can be examined. The Board approved FinComm's report.

8. Report from Governance Committee

The Governance Committee has not met - no report.

9. Report from Ethos Committee

The Ethos Committee will meet on 11th December.

10. Report from SET Office

- The report was taken as read.
- Invitations to the Spiritan “End of Year Celebrations” (11th December 2017) and The 5 Colleges Dinner (2nd February 2018) were noted.
- Ronan Barry is in the process of setting up a portal in order to allow Directors access Board Minutes, Agenda etc.
- Arrangements for an off-campus Board meeting (Directors only) in February and for an ordinary Board meeting in Templeogue College in March are in train.

11. Any Other Business as may properly arise

- Regarding insurance cover for Junior School Boards of Management, Tom Jackson noted that further information would be forthcoming shortly.
- A Christmas message to schools from SET will issue in due course.

12. Date and Place of Next Meeting

15 January 2018 [with Members]

Chairperson: _____ Date: _____

Secretary: _____ Date: _____