



**MINUTES OF ST TERESA OF CALCUTTA MAC BOARD MEETING
Thursday 26TH September at 1.00pm at Archbishop Illsey Catholic School**

- Present:** Frances McGarry, Foundation Director (FM) - Chair
Mary A Mills, Foundation Director (MM)
Mary Higgins, Foundation Director (MH)
John Ryan, Foundation Director (JR)
Sean Devlin, Foundation Director (SD)
- Apologies:** Susan Hughes, Co-Opted Director (SH)
- In Attendance:** Gerardine Lawson-Lotarew, Senior Governance, SIPS
Glen Alexander, CSEL (GA)
Mark O'Connell (MOC)
David Bagley, DRB (DB)
Amy Majuro, BDES Finance (AM)

Min No	
	Opening Prayer By MM
STM001/1920	Welcome & Apologies The Chair welcomed everyone to the meeting, apologies were received from Sue Hughes and these were accepted. The Chair reported that JR would be arriving late.
STM002/1920	Appointment of Chair The Chair requested that as JR was arriving later this item should be deferred until his arrival and the Chair would continue with the meeting with member's agreement. It was Resolved: Members agreed to continue the meeting and defer the appointment of the Chair until the arrival of JR.
STM003/1920	Appointment of Vice Chair The Chair requested that as JR was arriving later this item should also be deferred until his arrival and the Chair would continue with the meeting with member's agreement. It was Resolved: Members agreed to continue the meeting and defer the appointment of the Vice Chair until the arrival of JR.
STM004/1920	Confirmation of the Clerk Members agreed unanimously to continue with the current clerking service. It was Resolved: the clerking service from SIPS would continue for the current academic year until 31.8.20.
STM005/1920	Declarations of Interest No declarations were made.
STM006/1920	Urgent Additional Items None.
STM007/1920	Chairs Actions None.
STM008/1920	Review Business Interests – The 2019-2020 Declaration of Pecuniary and Business Interests Forms were circulated prior to the meeting and members were requested to complete these after which they should be returned to the Clerk. Action: Clerk to collect the forms and formulate the Declarations Matrix for the MAC website for 2019-2020.

Code of Conduct – The Clerk reported to members that MOD had circulated via email the *Code of Practice for Academy Committee Representatives dated September 2014*. The Chair noted the Code would need to be populated with the relevant information for the MAC and the MAC schools. Members engaged in a detailed discussion regarding the Code and agreed that a copy of the document should be reviewed individually by all members. The Chair welcomed the document and suggested it would be helpful if the diocese could be encouraged to populate it with exemplars. The Chair noted schools had previously received detailed guidance from the LA on such matters and had also been provided with templates for most documentation and policies.

A member raised the issue of serving on other Trusts and the advice they had received which required clarification. The Clerk directed members to the Articles of Association item 98A 'A conflict of interest or conflict of loyalty shall not be deemed to occur solely from the fact that any Member or Director is also a trustee, charity trustee, governor or director of any Catholic school, Diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other educational institution(s)'. Members agreed to raise the issue with MOD on his arrival.

Website Requirements – A member sought clarification if the MAC and the schools were compliant and in response GA said the websites were still being updated, but he believed the MAC was currently compliant. **Members engaged in a discussion about DBS checks and whether there was a need for members to undertake another DBS for their roles on the Board when they already held a DBS.** Members also raised a query about the Single Central Record and where member's details should be held. Currently the information was held on the Archbishop Ilsey SCR. **The Chair sought clarification if all governors' details for all schools and the MAC Directors were up to date** and in response GA confirmed he was working on this matter to ensure compliance. **The Chair requested that the information was updated and compliant before the audit report was received from the FMGS. Action: GA to ensure that Governor and Director details for the MAC and schools was updated and compliant prior to the receipt of the audit report from the FMGS.**

Statutory Policies – A member sought clarification if all the statutory policies were on the websites in response GA said he was still reviewing these. The Chair confirmed that the policies were in existence and the task should be simple to upload these to the websites. The Chair confirmed that she had reviewed the policies via the link on the websites and signed off the policies at Holy Souls Primary School, the policies at Archbishop Ilsey and Holy Trinity should be the same. The Chair recalled that previously there had been a list of all the policies which had been presented to the Board and the Board was asked to adopt these which was agreed. Members engaged in a detailed discussion about the policies and agreed all schools within the MAC should be following the same policies and importantly these policies were on the schools' websites.

A member enquired what had happened about the Sex Education Policy as this was due to be issued by the Diocese, but nothing had been received in response the Chair requested this item should be raised with MOD when he arrived. The Chair requested that at the next meetings with the Head Teachers GA should review the Policy Checklist to confirm the policies were all complete and compliant and were published on the school website, where appropriate. **Action: GA to review Statutory Policy checklist with Head Teachers and update the Board at the next meeting on compliance and progress.**

MOD/JR and Amy Majuro arrived 1.45pm

GA reported he would be distributing the Whistleblowing Policy for Board approval. **A member requested this was emailed to all members and then raised as a Chair's Action with members sending any comments regarding the policy to the Chair. Action: GA to distribute the Whistleblowing Policy to members.**

MOD apologise for his late arrival and introduced Amy Majuro, Finance Officer for the Diocese. MOD confirmed Amy would be working with the School Business Managers. Introductions were made around the table for the benefit of AM.

Skills Audit – The Clerk directed members to the NGA skills audit contained in their meeting packs and sought clarification whether a skills matrix had been completed for the Board. MOD advised members that the BDES website contained a Governor Skills Audit Form. Following discussion, it was agreed members would complete the NGA Skills Audit and return this to the Clerk for the matrix to be completed. **ACTION: Clerk to email members the NGA Skills Audit for completion and following receipt the matrix was to be completed and presented at the next Board Meeting.**

Members Contact Details – The Clerk directed members to the form contained in their meeting packs and requested the forms were completed and returned to the Clerk to enable member's records to be updated. **Action: Clerk to update member details for 2019-2020.**

The Chair requested that members return to the subject of the Code of Practice discussed earlier. The Chair said schools previously had clarity in terms of policies from the LA which the schools had not had since the formulation of the MAC. The Chair requested that MOD note the member's comments regarding the Code of Practice for Academy Committee Representatives and establish whether the BDES could provide some exemplars with the policies in response MOD said the BDES website did have these exemplars. The Chair said the same would also apply for other policies such as pay and guidance on levels of pay. MOD said significant progress had been made in developing this information in particular around Leadership, job descriptions and person specifications which were available on the BDES website together with a Scheme of Delegation. GA commented the scheme of delegation was not the one the MAC was working to and asked if members were agreeing that the MAC would be working to the BDES scheme of delegation in response members agreed the MAC should be working to the BDES Scheme of Delegation.

The Chair expressed concern about what would happen in the event of an OFSTED inspection and whether the MAC was non-compliant. The Chair added that with regard to the Code of Practice for Academy Committee Representatives what can or what should the MAC do, there was no consistency and this was a concern for all members. The Chair also expressed her concern about the inconsistency in the terminology used in documentation. The Chair also raised concerns about the KCSIE 2019 Policy and this had not been received. In response MOD noted the Chair was raising issues that had not been raised previously by other MACs so there was a possibility other MACS were operating differently with their policies and may not be using the CES policies. GA reported a health check was due to take place with Father Jonathon and it may be helpful to have a checklist in readiness for this meeting. A member highlighted that in other MACs they write their own policies and the DFE would say it was the responsibility of the MAC and the CSEL working with others to produce the policies. A member expressed their views that they felt the Diocese should take some responsibility for ensuring MACs were in line with legislation. In response a member identified that the resources were not available at the Diocese to do this. MOD said he noted the issues raised in particular Safeguarding as this was critical. The Chair requested that GA ensure the websites were updated with the new KCSIE 2019 document. Action: GA to update websites with the new KCSIE 2019 Document.


In a question to MOD following earlier discussion around conflicts of interest a member said they had been advised they could not serve as a member of a governing body and be a Director on the MAC and they had been advised to relinquish the role on the governing body in response MOD said BDES would look at the make-up of the Board and the key element was the skills members bring to the Board, those skills are acquired serving on other boards so he did not believe serving on two Boards was an issue. It was **Resolved: The MAC would adopt the BDES Scheme of Delegation.**

Members discussed the policies and it was Resolved: the MAC would adopt the CES policies.

STM009/1920	<p>Appointment of Chair In a change to the agenda members returned to this item and the Clerk invited nominations for the position of Chair. The Clerk sought clarification whether members wished to hold a ballot which members declined. Nominations were received for the current Chair FMG and there were no further nominations. Members therefore voted unanimously to appoint FMG as Chair for a further term until 31.8.20. It was</p> <p><i>Resolved: FMG was appointed as Chair until 31.8.20.</i></p>
STM010/1920	<p>Appointment of Vice Chair In a change to the agenda members returned to this item and the Clerk invited nominations for the position of Vice Chair. The Clerk sought clarification whether members wished to hold a ballot which members declined. Nominations were received for the current Vice Chair SD and there were no further nominations. Members therefore voted unanimously to appoint SD as Vice Chair for a further term until 31.8.20. It was</p> <p><i>Resolved: SD was appointed as Chair until 31.8.20.</i></p>
STM011/1920	<p>Board Membership</p> <p>Review Membership – The Board was still seeking a suitable person to lead on finance and JR reported that Richard Barron, who had attended the previous Board meeting would be prepared to support the Board as and when required.</p> <p>End of Office – No members had reached or were reaching their end of office.</p> <p>Review Committee Structures and agree membership – This would be agreed at the first Committee Meetings</p> <p>Review Special Responsibilities of Members – The Chair asked for a correction to be made to the previous minutes which referred to SH as being responsible for Section 48. The responsibility for Section 48 would be with SD. ACTION: Clerk to amend the minutes and member's roles and responsibilities.</p> <ul style="list-style-type: none"> • Section 48 – It was agreed SD would be responsible for S48. • SEND - Discussions took place regarding SEND and it was agreed that MH would be the member responsible for this. • Pupil Premium - Further discussion took place around Pupil Premium and it was agreed SH would be the member responsible for this. It was <p><i>Resolved: SD would lead on Section 48, MH would lead on SEND and SH would lead on Pupil Premium.</i></p>
STM012/1920	<p>Minutes of Previous Meeting held on 25th July 2019 and matters arising – Circulated prior to the meeting – Any confidential minutes would be tabled at the meeting.</p> <p>Actions: STM022/1819 – Declarations of Pecuniary Interests – Outstanding STM010/1920 – Confidential item not for publication STM022/1819 – Declarations of Interest - CLOSED MOVED TO STM008/1920 STM042/1819 – Risk register - Outstanding STM052/1819 – MAC Email Accounts – Outstanding STM052/1819 – Holy Trinity Governor Details – Completed STM052/1819 – MAC Calendar – Outstanding STM054/1819 – Admissions, Holy Trinity – Outstanding STM067/1819 – Land Valuation – Carry Forward</p> <p>Members requested their thanks be extended to MS for her support during the recent FMGS audit.</p> <p><i>Resolved: The minutes were accepted as a true representation of what occurred at the meeting and these would be amended where indicated and presented at the next meeting for signature and to be retained by the MAC.</i></p>

STM013/1920	<p>MAC Schools Admissions Arrangements and PAN – Papers circulated prior to the meeting</p> <p>Members noted the papers from the Diocese and confirmed that the Admissions arrangements for schools should be included on the first FGB agenda in the new academic year.</p>
STM014/1920	<p>CFO Report – Papers circulated prior to the meeting</p> <p>DB presented the Finance Reports circulated and highlighted the following:</p> <ul style="list-style-type: none"> • The top slice had been treated as negative income, after pre-payments and accruals there would be a balance not far from the audited accounts. There was an underspend on the YTD Totals of £261,662. • DB reported he was contacting the Diocese and the LA in relation to the land and buildings valuation. The Business Manager at Holy Trinity was looking at this but if the auditors did not accept this there could be an issue however it would not make a difference in the accounts. • DB reported there was no pension liability so contact had been made with the West Midlands Pension Group to undertake a valuation and DB confirmed there would be a charge for this of £750 x 2. • Year-end accounts were not bad but there was a need to tidy up the structure particularly when inputting. There was a need to look at the impact of the pension grant if the increase was not covered. Db said a claim can be made for the schools. • The schools were ready for the audit; files were kept at each school but consolidated at Archbishop Ilsley. DB added he still needed to understand how the cash flow worked. A member asked what the changes to the structure were in response DB directed members to Holy Trinity accounts and the first 3 lines of income and year to date total other income for individual schools was a problem and this had been done because of consolidation. The way income was recorded was the full amount but then the top slice for the MAC was taken. DB added he was going to try and draw out the top slice and show this as a separate line. A member enquired why the other income for Archbishop Ilsley was positive in response DB said that AI had not had much other income. MOD asked if there was a more positive term for the top slice and following discussion members agreed this would be renamed MAC Central. • A member sought clarification where the balance sheet fitted within the management report in response DB said the £261,662 agreed with the consolidate management report. A member enquired if the £409,725 was a cash supply in response DB said the balance at bank was £133,000, Current Assets were stock £20,532, trade debtors £107,443, VAT £386,075, Prepayments and accrued income £386,075 and at Bank £133,673. DB said the consolidated balance sheet was the balance after liabilities and payments so £409k was a more realistic figure. The MAC had a balance of £107,305. • Salaries - Confidential Item not for publication <p>ICFP – DB said the MAC would need to look at staffing as a starting point then understand how staff were being deployed and the cost, this would be done individually by school. From the MAC perspective the Board would see a summary of key ratios and the MAC could map out costs of staff, where they work, responsibilities, pupil ratios and then establish what the cost was per subject. A no pay ratio could also be done which goes to the LGB and comments to the Board.</p> <p>DB presented a financial timetable which could be used by the Board to enable data to be prepared and presented for the Board meetings. This information would be sent monthly to the Chair.</p> <p>AM raised a question regarding the finance information reported by DB for Archbishop Ilsley and the information not showing in the actual or year to date but as a debt. AM directed DB and members to the information provided and sought clarification. DB agreed to look at this issue and correct the information. A member raised a question about cash flow and in response DB said he could only use the figures if the projections were correct so he would need to spend some time correcting the accounts and the first cash flow report was due in September.</p>

	Members thanked DB and he left the meeting at 3.34pm
STM015/1920	<p>CSEL Report – Papers circulated prior to the meeting GA circulated a revised report and highlighted the following to members: -</p> <ul style="list-style-type: none"> • The Head Teachers were working on a common format for reports. • An email had been sent to Board members regarding roles and responsibilities. Members confirmed they had not received this email. GA highlighted the email may have been sent to the members MAC accounts. Members highlighted there was still an issue accessing the MAC email accounts. ACTION: GA to arrange for the email to be resent to members. • GA reported he was waiting for quotes from SIP adviser Neil Clarke in relation to the Head Teachers appraisals. GA gave details of the SIP Adviser and it was Resolved: Members approved the use of the SIP Advisor Neil Clarke. • GA agreed to send the HT Board notes to members. Members requested they only received the 'headlines'. ACTION: GA to send HT Board notes to members. • GA reported he had sent dates for the first round of Committee Meetings to members. Following discussion, it was agreed to review the dates to accommodate both Committee Meetings on the same day. The Clerk would arrange the agendas and calling notices. MOD requested any co-option of members should be approved. ACTION: GA to notify the Clerk and members of the revised dates and times of the Committee Meetings. • GA circulated the FMGS Report and summarised the findings adding the MAC was compliant but not fully. Some of the issues identified in the audit report had been resolved today in the meeting. However, there were some issues that required action such as evidence of a balanced budget being approved, scheme of delegation, this was not strong enough, no Council projects, Whistleblowing Policy not approved, Audit Committee Terms of reference did not state CSEL had voting rights and DRB were not given a detailed SLA. GA requested that formal thanks were extended to the Clerk who had assisted with paperwork for the audit.
STM016/1920	<p>Risk Register This item had been discussed under STM010/1920.</p>
STM017/1920	<p>Safeguarding The Chair had highlighted KCSIE 2019 under STM008/1920.</p>
STM018/1920	<p>Acquisition & Growth Included within the CSEL Report where applicable,</p>
STM019/1920	<p>Policies for Review None presented.</p>
STM020/1920	<p>Any other Business Leadership – Confidential item not for publication</p>
STM021/1920	<p>Date and Time of Next Meetings</p> <ul style="list-style-type: none"> • 30th January 2020 at 1.00pm • 7th May 2020 at 1.00pm
	Closing Prayer
	There being no further business for discussion the meeting was closed at 16.15

Chairs Signature:  Date: 24/9/21

BOARD ACTIONS LOG 2019-2020

Minute	Detail	Comment	Recommendation	
			CLOSED MOVED TO STM008/1920	GA/MH/SH/JR
STM022/1819	Declarations of Interest	Declarations to be resubmitted and the matrix to be updated. Declaration outstanding from SH. 26.09.19- The declarations would be reviewed in September 2019. A declaration was still outstanding from GA, MH, SH and JR.		GA/MH/SH/JR
STM042/1819	CFO Report	CFO to ensure schools have a Risk Register. 26.09.19 – Risk Register discussed at length and this matter was still outstanding.	OUTSTANDING	CFO
STM052/1819	CFO Report	All members to activate MAC email accounts. 26.09.19 – Discussed members have not accessed their accounts yet as they remain unreliable.	OUTSTANDING	ALL MEMBERS
STM052/1819	CFO Report	CFO to arrange for Holy Trinity website to be updated with the governing body information.	OUTSTANDING	CFO
STM052/1819	CFO Report	Calendar/timetable of events to be prepared for the Board to establish the financial timetable and other events that had timelines attached	OUTSTANDING	GA/CFO/GLL
STM054/1819	Admissions	Admissions to be tabled on the next LGB agenda for Holy Trinity.	OUTSTANDING	GA
STM067/1819	Finance	MOC to check if the Diocese had the land valuation for the schools	CARRY FORWARD	MOC
STM008/1920	Declarations of Pecuniary Interests	Clerk to collect the forms and formulate the Declarations Matrix for the MAC website.	NEW	CLERK
STM008/1920	Website	GA to ensure that Governor and Director details for the MAC and schools was updated and compliant prior to the receipt of the audit report from the FMGS.	NEW	GA
STM008/1920	Website compliance and Statutory Policies	GA to review Statutory Policy checklist with Head Teachers and update the Board at the next meeting on compliance and progress.	NEW	GA
STM008/1920	Website compliance and Statutory Policies	GA to distribute the Whistleblowing Policy to members.	NEW	GA
STM008/1920	Skills Matrix	Clerk to email members the NGA Skills Audit for completion and following receipt the matrix was to be completed and presented at the next Board Meeting.	NEW	CLERK
STM008/1920	Member Contact Details	Clerk to update member details for 2019-2020.	NEW	CLERK
STM008/1920	KCSIE	GA to update websites with the new KCSIE 2019 Document.	NEW	GA
STM009/1920	Review Special Responsibilities of Members	Clerk to amend the minutes and member's roles and responsibilities.	NEW	CLERK

Minute	Detail	Comment	Recommendation	
STM013/1920	Members Roles & Responsibilities	GA to arrange for the email to be resent to members.	NEW	GA
STM013/1920	HT Board	GA to send HT Board notes to members	NEW	GA
STM013/1920	Committee Meeting Dates	GA to notify the Clerk and members of the revised dates and times of the Committee Meetings	NEW	GA

