



**MINUTES OF ST TERESA OF CALCUTTA MAC BOARD MEETING**

**Thursday 28<sup>th</sup> January 2021 at 1.00pm**

**MEETING HELD VIRTUALLY**

**Present:** Frances McGarry, Foundation Director, Chair  
 Mary A Mills, Foundation Director (MM)  
 Mary Higgins, Foundation Director (MH) – *Attended part of the meeting*  
 Sean Devlin, Foundation Director (SD) Vice Chair  
 Andrew Kennedy, Foundation Director (AK)  
 John Ryan, Foundation Director (JR)  
 David Whale, Co-Director, (DW)

**Apologies:** Susan Hughes, Co-Opted Director (SH)  
 Mary Higgins, Foundation (MH) – *for part of the meeting*

**In Attendance:** Mark O’Connell (MOC)  
 Collette Burge, CFO (CFO)  
 Colin Crehan, Interim Accounting Officer (AO)  
 Gerardine Lawson-Lotarew, Assist Governance Manager and Clerk to Board, SIPS Ltd

Minute No	
	<b>Opening Prayer</b>
<b>STM128/280121</b>	<b>Welcome &amp; Apologies</b> The Chair was experiencing connectivity issues so the Vice Chair opened the meeting at 1.22pm. Apologies were received from MH and SH and these were accepted. It was noted following the meeting that SH had experienced technical issues with joining the meeting and but for this SH would have attended.
<b>STM129/280121</b>	<b>Declarations of Interest</b> No declarations were made.
<b>STM130/280121</b>	<b>Urgent Additional Items</b> None
<b>STM131/280121</b>	<b>Membership Update</b> It was reported there had been no changes to the membership and no terms of office were due to expire. It was  <b><i>Resolved: the membership was reviewed and accepted by the Board</i></b>
<b>STM132/280121</b>	<b>Minutes of previous meeting held on 3<sup>rd</sup> December 2020 – Circulated prior to the meeting</b> The minutes from the previous meeting were reviewed and no amendments were made.  <b>Actions:</b> <ul style="list-style-type: none"> <li>• <b>STM067/1819</b> – CB reported the accountants had confirmed a desktop valuation could be done and this was in the process of being completed. CLOSED</li> <li>• <b>STM061/1920</b> – Music, percentage of FSM students. – CLOSED</li> <li>• <b>STM061/1920</b> – Contracts Review. CLOSED</li> <li>• <b>STM093/240920</b> – Vision and Ethos – CARRY FORWARD</li> <li>• <b>STM094/240920</b> – Improvement Strategy. – CARRY FORWARD</li> </ul>

	<ul style="list-style-type: none"> <li>• <b>STM102/240920</b> – Risk Register, to be streamlined and presented to the Board at the next Board meeting. – CARRY FORWARD</li> <li>• <b>STM104/240920</b> – Revised KCSIE 2020 included on the agenda. - CLOSED</li> <li>• <b>STM111/031220</b> – HCSS Glossary. - COMPLETED</li> <li>• <b>STM115/031220</b> – MAC Development Plan Priorities. - CLOSED</li> <li>• <b>STM115/031220</b> – MAC Development Plan, Standards Committee. - CLOSED</li> <li>• <b>STM115/031220</b> – MAC Development Plan, Wellbeing. – CLOSED</li> <li>• <b>STM115/031220</b> – Audit Committee. – CLOSED</li> <li>• <b>STM122/031220</b> – Safeguarding Report. – CARRY FORWARD</li> <li>• <b>STM123/031220</b> – BCC Model Pay Policy 2020. – CLOSED</li> <li>• <b>STM124/031220</b> – Directors Training. – CARRY FORWARD</li> </ul> <p>The Chair reported some HR policies for adoption from the CES were subject to local consultation with Trade Union Associations and the Chair was satisfied the appropriate action had been or would be taken to ensure the Board was compliant. There being no further issues it was</p> <p><b><i>Resolved: the minutes were approved to be signed by the Chair and retained by the MAC.</i></b></p>
STM133/280121	<p><b>Chairs Actions</b></p> <p>The Chair reported a number of actions which would be covered on the agenda. In relation to other actions:</p> <ul style="list-style-type: none"> <li>• The Chair reported the salary arrangements and the extension to the current Accounting Officer's temporary contract. The Chair thanked Directors for their assistance with feedback.</li> <li>• The Chair noted some Directors needed to leave the meeting early and as a consequence of this any matters requiring the meeting to be quorate for decisions and approval would be addressed first and this would require a change to the agenda.</li> </ul>
STM134/280121	<p><b>Receive Accounting Officer's Termly Report - Papers circulated prior to the meeting</b></p> <p>The AO referred members to the report and highlighted the following:-</p> <ul style="list-style-type: none"> <li>• <b>Managing the continued challenges of this pandemic</b> - Archbishop Ilsley and Holy Trinity were in the process of establishing practices and procedures to carry out testing for asymptomatic carriers of Covid19 amongst staff and pupils. Both schools had established testing facilities and carried out tests amongst staff and pupils. Work would continue in the coming weeks to build experience and confidence. Establishing capacity in school for testing, would be a condition for schools to reopen fully in the coming months. The AO added Holy Souls had now implemented mass testing.</li> <li>• <b>OFSTED monitoring and future inspection:</b> The AO reported meeting with Justine Lomas (HMI, DES). The meeting was originally scheduled to focus upon planning for future inspection of schools. The AO reported the window for inspection could take place anytime from now (inspections were currently suspended) and within the coming 12 months. The AO advised two scenarios of what could happen, either way it would be a two day process but it could be all three schools would receive a full section 5 inspection with Holy Souls mostly likely Section 5 and Holy Trinity and Archbishop Ilsley. As a snapshot could look at section 8 at Archbishop Ilsley and Holy Trinity. The AO sought clarity from Directors if there were any questions Directors wished to raise about what the Board could expect to see happen?</li> </ul> <p><b><i>The Chair raised the issue of remote learning and engagement of students and sought clarification how difficult had it been for schools to get full attendance and feedback?</i></b> In response the AO said it had been interesting at Stage 2 all three</p>

schools were secure with mix of blended learning. With Stage 3 evaluating stage compliance, engagement and pupil progress. Compliance averaging 80%, registering and accessing material. Difference between compliance and engagement looking at trying to quantify at Holy Trinity it was about 60% and being worked on. Pupil progress was difficult to measure, but the AO was confident in the implementation and asking questions about what impact remote learning was having on families. The Chair thanked the AO for the report and appendices and invited questions from Directors.

**A Director sought clarity in terms of mental health and would the MAC/schools be seeing an increase in the number of students with mental health issues. Also was the schools/MAC able to support?** In response the AO confirmed there was huge expectations around schools producing data as well as safeguarding children at home. All schools had a process for keeping in touch with all families receiving one call a week and wellbeing was being picked up. In terms of an increase, the AO reported there was nothing showing at the moment and this may only be unearthed when students returned to school and the schools needed to be prepared. The AO clarified that current data was therefore negligible but there were generic concerns around children.

**A Directors sought clarification if the most vulnerable students were being looked after?** In response the AO reported there had been a significant improvement in those entering into schools each day across the MAC 70-80 students following normal curriculum and confident we have progressed since March.

The Chair highlighted the care of vulnerable students throughout the pandemic had been excellent. The Chair thanked the AO for the report and the appendices and invited questions from Directors. There being no further questions it was

**Resolved: the AO's report and appendices was presented and accepted by the Board.**

STM135/280121

**Vision & Ethos - Verbal Update**

**The Chair thanked SD and JR for the work completed to date and the chair acknowledged what had been produced provided a very clear steer and a distinctive approach. The Chair requested whether it was time to hand the vision and ethos over to professionals to shape this?** In response the AO reported speaking to JR and had come to the conclusion that significant work had been completed at Board level and it was time to filter this down to the Local Governing Boards and schools to establish what their perspective was.

A Director commented the Board had a responsibility to set strategy but the people who were involved who had to live this vision and ethos needed to be consulted. All consultation would be built into the final version and it would be good to also involve students as sometimes they had clarity of vision that may be missed and what they thought was important in this process. The Chair suggested the Board could come together in the next month or so to build this. A Director added the Board needed ownership but the involvement of the schools was the right approach and a student profile was good and they should be involved in compiling this, therefore it was time to let it go to the schools.

The AO reported part of the MAC development plan included this and students could recreate some of the wonderful things going on in school and it was straightforward for this to be distributed to schools. Directors felt it was important to receive input from the schools as they were part of the MAC.

	<p>A Director requested whether this should be extended to those schools about to join the MAC to clarify what the MAC was aiming for as its vision and ethos and how those schools could align to this.</p> <p>Following discussion Directors reached a consensus that there was no disagreement with the principle but it was about how the Board could articulate and how this would be presented.</p> <p>In response a Director suggested that keeping the momentum was critical, the Board needed to go through options and fine tune, so rather than setting a date for completion of 10<sup>th</sup> June which was the next Board meeting, keep the momentum now and get it right.</p> <p>A Director recommended bringing everything together and hold a special meeting to look at the options. In response the Chair agreed it would take time and was grateful for the work done equally the momentum was important and June was a reasonable timeline on that basis.</p> <p>There being no further questions the Chair sought clarification from members that the MAC were agreeing to keep the momentum, all of the schools had a strong vision and ethos and the MAC would bring this together but it would take time. The Chair requested that the AO, if comfortable, would be the driver. In response the AO confirmed it was a continuum rather than having to do any more and accepted to maintain the continuum. <b>ACTION: AO</b></p>
STM136/280121	<p><b>Review Trust Development Plan – Deferred</b></p> <p>The AO reported this item would be presented as an initial document at the Standards Committee meeting in March.</p>
STM137/280121	<p><b>Due Diligence (Schools joining the MAC) – Verbal Update</b></p> <p>The AO reported progress to the Board and highlighted the following:</p> <ul style="list-style-type: none"> <li>• The AO reported the HTB approved the conversion of three schools. One of the conditions was successful integration into the MAC. The AO and CFO had been working to establish a date with the EFSA. MOC had meeting with RSC yesterday.</li> <li>• MOC reported the FRNA visit was best conducted when all schools had joined the MAC which was six and not the current three. MOC reported the FRNA did not just look at cutting money but how the MAC deploy this. The AO confirmed there was no deadline restriction on this.</li> <li>• The AO reported meeting with the LEA in relation to TUPE and the LEA were ready to go as soon as the MAC requested this.</li> <li>• School Inspection – The AO reported work with Toni Guest was ongoing with the three new schools. The AO and CFO had conducted some preliminary work and Toni Guest has done some work around LCVAP.</li> <li>• St Josephs was undergoing an extensive rewiring project, no funding had been secured for boiler replacement and this was a pressing concern. Less of an issue was the caretaker living on site and who had ownership of the property.</li> <li>• St Chads – premises issues minimal nothing outstanding but again caretaker's house and arrangements an issue.</li> <li>• The Rosary had carried out extensive investments on facilities to become academy ready so the school was in a good position.</li> <li>• Finance – regular meetings taking place, going to look at end of year financial position some concerns raised by the Board around St Chads and St Josephs. The Rosary, the Board are aware of the explanation for the deficit.</li> </ul>

- Staffing – work completed and some substantial savings made. Meeting on 5<sup>th</sup> February so will continue with the financial process.
- Solicitors had sent questionnaires to all schools. The CFO reported the solicitors were working on the master funding agreement.

***A Director raised a concern that from the reports received by the Board prior to Christmas, the understanding was St Josephs was the stronger of the schools financially and St Chads was problematic as was the Rosary, but this was not what was being reported?*** In response the AO confirmed concerns around St Chads was the falling roll numbers and there was no guarantee what the future numbers would look like.

***The Chair sought clarity on the time line for a really stringent due diligence process to be completed in the face of COVID and the boiler issues etc. What was Board looking at as a conversion date?*** In response the AO confirmed the April conversion looked impossible. However, the AO clarified this was due to amongst other things, the TUPE process which would last for 12 weeks as required by law and as recommended by HR and this was a principle reason why the deadline was not going to be achieved. The AO reported looking ahead at options around a phased approach and who was most ready, therefore the Rosary then St Josephs and St Chads possibly September the pandemic permitting.

#### **CSEL Recruitment – CONFIDENTIAL ITEM NOT FOR PUBLICATION**

In a change to the agenda minute STM145/280121 was discussed and at this stage the AO and CFO left the meeting at 14.00 hours. The AO and CFO re-joined the meeting at 14.25 and DW and JR left the meeting at 14.25.

At this point the Chair gave the AO a brief overview of what had been agreed in relation to the CSEL recruitment discussed under minute STM145/280121.

#### **Due Diligence (Schools joining the MAC) – Cont'd ...**

***A Director referred to the due diligence best practice guide laid down by the EFSA and sought clarification whether this would be used?*** In response the AO confirmed the guiding principles of the document were being followed.

The Chair recognised the financial issues were very real with the three schools joining. The Rosary looked like a financially viable school and any current difficulties looked manageable and the Chair was confident the governors at the school had a clear plan to remain viable.

The Chair added it would be unfortunate to see further delays to the Rosary joining the MAC. MOC indicated due diligence was still underway and the information received so far indicated the Rosary was in a stronger position financially and in terms of leadership and governance. MOC highlighted there needed to be a detailed discussion about the MACS finances being in a solid position to bring in other schools and having the systems in place. If systems and processes were in place and the MAC was happy to bring the schools on board, and importantly the MAC were in a position to do so without impact on finances, then the MAC could.

A Director highlighted that in a meeting on 20.10.20 it was identified the Rosary was running a 3 year deficit in 2021, 2022 and 2023. The Director therefore sought clarity how the MAC could say the school was ready to join? The Director identified that there was a deficit of £160k in year 3 so the school could not be ready to join MAC. MOC confirmed the due diligence meeting next week would give the AO a position of

	<p>where schools were. The Director added that in October 2020 St Josephs had been in the stronger financial position.</p> <p>The Chair clarified that the issue to be explored with St Joseph's related to possible capital needs and boiler replacements: the MAC had not yet seen the future liabilities. The Chair added the Rosary had a viable staffing structure and the deficit had been caused by investment in the site and buildings rather than an ongoing problem. A Director clarified this was correct because there had been a complete boiler replacement and new windows and the school had a surplus of funds available so the work would commence in February 2021 and the deficit was associated with infrastructure work. The Chair agreed due diligence was important and knowing the facts behind the situation.</p> <p><b>The Chair sought clarification if the LEA still wrote off deficits?</b> In response MOC confirmed the LEA would no longer write off a deficit. MOC clarified the schools all had three strong governing bodies and bringing these schools into the MAC was dependant on the ability of the MAC to bring them in the on the understanding of the due diligence standing of each school. MOC confirmed if the decision was based on due diligence then it was fine to bring them in.</p> <p>MOC added that if the MAC brought in the three schools together the MAC would need to ensure it had capacity to do so. The key was to ensure the process the AO was going through was completed, the report comes to Board and a plan is on the table to bring schools in as and when the MAC was ready. MOC clarified the MAC would be in a position by September. The Chair added that the plan the governing bodies had for the future financial viability of the schools would be critical.</p> <p>The Chair then confirmed that two of the Rosary governors were Directors on the MAC Board and the Chair sought clarification when the time arose would AK be in a position to advise the Board as to the due diligence of the Rosary. AK confirmed this would be possible and clarified the governing board was still looking to convert in April and the governing body had not found anything that would stop it converting but the governing board would take on all that had been raised.</p> <p>The Chair acknowledged due diligence was a two way process but felt the MAC would be in a position to integrate a school like the Rosary who would have an affinity with Holy Souls.</p> <p>The AO reported the meeting next week would look at how the Rosary had aligned to the EFSA expectations and where they would be at year end.</p> <p>A Director referred members to the meeting on 20.10.20 and the finance issues raised and identified the meeting had not referred to capital expenditure, therefore looking at the data the Director felt St Josephs should be the first school to join the MAC. The AO acknowledged the Directors point and confirmed that things had moved on since October. <b>MH joined 14.44</b></p>
STM138/280121	<p><b>Risk Register - Standing Item</b></p> <p>The CFO confirmed the Risk Register was in the process of being streamlined and it would be presented to the Board at a future meeting. The Chair thanked the CFO for the work done.</p>
STM139/280121	<p><b>Safeguarding - Standing Item</b></p> <p>The Chair reported no major incidents had come to the attention of the Board and the annual safeguarding report would be presented to the Board in June.</p>

STM140/280121	<b>GDPR - <i>Standing Item</i></b> Nothing reported
STM141/280121	<b>Policies - <i>Standing Item</i></b> <b>Admission Arrangements</b> – The latest admission arrangements from the BDES were presented and no further questions were raised.  <b>Complaints Policy</b> – The latest BDES Complaints Policy was presented and no further questions were raised.  <b>Scheme of Delegation</b> – The updated Scheme of delegation was presented which had been revised to include the local governing body structures and no questions were raised. It was  <b>Resolved: All policies were reviewed and approved</b>  <b>Keeping Children Safe in Education Jan 2021- <i>Circulated prior to the meeting</i></b> The Clerk notified Directors that KCSIE 2020 had been updated post Brexit. Directors were requested to confirm they had read this. It was agreed the Clerk would send this document to Directors and seek confirmation the relevant section/s had been read. <b>ACTION: CLERK/DIRECTORS</b>
STM142/280121	<b>Directors - <i>Standing Item</i></b> School Visits/Training – It was reported no school visits had been carried out currently during the pandemic.  The Chair reported that members of the local governing boards were using innovative ways of engaging with schools during the pandemic.
STM143/280121	<b>Items for Information</b> Information had already been circulated to Directors in relation to Remote Education, Pupil Wellbeing and Support, Assessment and Accountability and GB Priorities.
STM144/280121	<b>Any Other Business</b> None discussed
STM145/280121	<b>CSEL Recruitment – <i>Confidential item not for publication</i></b>
	<b>Date and time of future meetings:</b> • Thursday 10 <sup>th</sup> June 2021 at 1.00pm
	Closing Prayer
	There being no further business the meeting was closed at 15.10

Chairs Signature: .....



Date: .....

27/9/2021

**BOARD ACTIONS LOG 2020-2021**

Minute	Detail	Comment	Recommendation	
STM093/240920	Review Trust Vision & Ethos	A Director requested MOC to provide the name of a MAC the Board could work with particularly in relation to the reporting mechanism used if possible before the next committee meetings.	Carry Forward	MOC
STM094/240920	MAC Improvement Strategy	Vision blueprint	Carry Forward	JR
STM102/240920 (previously STM036/1920)	Risk Register	Risk Register to be reformatted and presented to the Resources Committee on 12.11.20. Will be discussed at Resources	Carry Forward	CFO Clerk
STM122/031220	Safeguarding	AO to present report to the Board in Summer 2021. On Agenda	Carry Forward	AO
STM124/031220	Directors	Directors training - The Chair agreed to summarise and email Directors. FMG has sent this 10.6.21	Closed	Chair
STM135/280121	Vision & Ethos	AO to maintain continuum. On agenda	New	AO
STM141/280121	Policies	Keeping Children Safe in Education Jan 2021 - Clerk would send this document to Directors and seek confirmation the relevant section had been read.	CLOSED	Clerk Directors