



MINUTES OF ST TERESA OF CALCUTTA MAC BOARD MEETING
Thursday 30th January 2020 at 1.00pm held at
Archbishop Illsley Catholic School, Victoria Road, Birmingham

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)
 Collette Burge, CFO (CB)

Minute No	Opening Prayer
STM027/1920	Welcome & Apologies The Chair welcomed everyone to the meeting, apologies were received from Sue Hughes and these were accepted. The Chair reported that MOC would be arriving later.
STM028/1920	Declarations of Interest No declarations were made.
STM029/1920	Urgent Additional Items The Chair raised a number of concerns about issues still requiring resolution including the MAC website. The Chair was concerned the MAC had been in operation for some time and the website was still not compliant. <i>A Director in support added other schools wishing to join the MAC would be undertaking due diligence and the MAC had to ensure compliance. The Chair requested that this matter was discussed later in the meeting.</i>
STM030/1920	Chairs Actions The CSEL reported there would be a BDES audit on 20 th March 2020 and specific documentation was required in advance including the SEF and a power point presentation to be delivered by the CSEL. Dependent upon Directors availability attendance by Directors at the audit was to be discussed and agreed. <i>MOC arrived at 13.20.</i>
STM031/1920	Urgent Additional Items (Cont'd) MOC requested agreement to provide an update to Directors on issues that could affect the future growth of the MAC and this was agreed. MOC reported to Directors on the current situation with schools who had not yet become part of a MAC and their desire to maintain their own identity. These schools had not seen any benefit in moving to a MAC. MOC gave Directors a comprehensive overview of the current position with primaries joining a MAC and how this could affect the St Teresa of Calcutta MAC. MOC agreed the St Teresa of Calcutta was an established MAC and Directors were keen to expand. The CSEL added the MAC needed a clear growth strategy and the MAC would need to establish how many schools it could take in. <i>Directors discussed the progress measures of some primary schools not yet within the MAC which had been exceptional. However, Directors were mindful that whilst the progress measures were exceptional there could be issues in relation to the finances of schools wishing to join the MAC. The Directors engaged in a robust discussion about sustaining performance of any school that joined the MAC and exercising due diligence. Directors were mindful that with any potential expansion of the MAC it was critical that an executive team was established to support the CSEL. It was</i>

	<p>Resolved: The Board agreed discussions with St Josephs and St Chads would continue with a view to them joining the MAC at some time in the future and the Rosary Catholic Primary School would join the MAC in September 2020.</p>
STM032/1920	<p>Minutes of previous meeting held on 26th September 2019 – Circulated prior to the meeting</p> <p>The Chair referred to the minutes of the Board meeting held on 2nd December 2019. The meeting had been convened to review and approve the Annual Report and Finance Statement. The Chair confirmed that as agreed at that meeting, as some Directors had given apologies for the meeting namely, MH and SD, so although the reports had been agreed at the meeting on 2.12.19 the Chair had requested the reports be circulated by email to all Directors following the meeting to allow Directors to review the content. The annual accounts had been accepted with this proviso. It was agreed the minutes from the meeting of 2.12.19 would be ratified at the next Board meeting on 7th May 2020. ACTION: Minutes to be tabled at the Board Meeting on 7.5.20 CLERK</p> <p>Resolved: The Board agreed the minutes from 2.12.19 would be reviewed by the Board meeting on 7.5.2020.</p> <p>The Board reviewed the Minutes from the Board Meeting held on 25th September 2019 and the following actions and matters arising discussed: -</p> <p>Actions:</p> <p>STM022/1819 – Declarations of Interest 2018-19 – <i>Closed</i> STM042/1819 – Risk Register – <i>Closed</i> STM052/1819 – Directors Email account activation – GA agreed to speak to J McCaul to provide support to Directors for access to their MAC email accounts. – <i>Carried Forward</i> STM052/1819 – Holy Trinity website – <i>Closed</i> STM052/1819 – Calendar of Events – <i>Carried Forward</i> STM054/1819 – Admissions - Holy Trinity – <i>Carry Forward</i> STM067/1819 – Finance – <i>Carried Forward</i> STM008/1920 – Declarations of Interest Matrix – The Clerk reported there were still three declarations outstanding and members would need to complete the forms and return to the clerk. A Director requested the form was sent via <i>post</i> to their home address for completion and return to the clerk. ACTION: Clerk to send Declaration to Director – Carried Forward STM008/1920 – MAC Website Directors details – <i>Closed</i> STM008/1920 – Statutory Policy Checklist – <i>Carried Forward</i> STM008/1920 – Whistleblowing Policy – <i>Closed</i> STM008/1920 – Skills Audits – <i>Carried Forward</i> STM008/1920 – KCSIE Policy – <i>Closed</i> STM009/1920 – Special Responsibilities of Directors – <i>Closed</i> STM013/1920 – Directors Roles and Responsibilities - <i>Closed</i> STM013/1920 – HT Board notes – <i>Carried Forward</i> STM013/1920 – Committee Meeting Dates – <i>Closed</i></p> <p>Resolved: The minutes were accepted as a true representation of what occurred at the meeting and the minutes were signed to be retained by the MAC.</p> <p>At this point Directors discussed the issues experienced with IT and other compliance matters including updating of the MAC website. A Director noted there was a contact form provided on the MAC website but when this was completed and submitted there was no response. Directors also felt the website needed to be reviewed including the way it was presented. Directors felt that a resources was needed to work on these issues possibly on a part time basis for 4 hours a week. Following discussion, it was agreed a business case should be prepared and presented to the Resources Committee for support to be provided for 4 hours a week. ACTION: CSEL to prepare the business case for presentation to the Resources Committee</p>
STM033/1920	<p>CFO Report – Papers circulated prior to the meeting <i>DB and CB joined the meeting at 14.50.</i></p>

DB circulated the management report to Directors at the meeting and referred Directors to page 3 of the reporting a surplus of £375,714. DB reported the MAC schools had received LCVAP and the auditors had not classed this as revenue but as capital in fixed assets on the reserve balance sheet. DB reported the balances were split by school on the summary sheet which indicated a surplus balance of £483,572. DB continued reporting that the Salix loan was originally going to be removed from Archbishop Ilsley's balance but it had been taken off the fixed assets reserve.

DB directed Directors to page 2 of the report confirming the surplus/deficit brought forward for each school and the MAC. DB reported to Directors the deficit at Archbishop Ilsley was an issue and the next stage was for the secondary Head Teachers to establish what was working well and could that be shared across the schools.

DB referred Directors to the summary of the integrated curriculum financial plan initial findings from January 2020 on Page 4 of the report. DB went through the contact ratio, pupil to teacher ratio, pupil to adult ratio, average teacher cost and leadership as a proportion of the workforce explaining the actual against the benchmark. **Directors noted the schools were not far from the benchmark on pupil to teacher ratio. Directors noted Archbishop Ilsley had a higher proportion of staff and the pupil to adult ratio at Archbishop Ilsley was higher than the benchmark. There was also a significant average teacher cost difference between Archbishop Ilsley and Holy Trinity but Directors agreed there was little that could be done about this where there were more experienced teachers on higher salaries.** DB added that the Heads needed to establish an action plan to deal with this. **Directors agreed any new school joining the MAC should have this analysis completed. Directors then discussed the consistency of pay across the schools and in particular for new schools joining the MAC where potentially Head Teachers may be receiving payments that took them outside the pay range.** MOC advised the Board that as a developing MAC the Board could review the workforce plan in relation to the level of pay and allowances and the Board could review allowances to establish if the staff were delivering on the work for which they were receiving any additional payments.

A Director commented that value for money was needed particularly in the individual curriculum areas. The Director enquired if the Head Teachers had been receptive to the information and in response DB confirmed they had. DB added the main focus of the discussion had been around non-contact time and how the schools were utilising staff with non-contact time to facilitate an increase in contact ratio and this was the next stage of the process.

DB referred Directors to the individual management reports on pages 6, 7 and 8 for each school and confirmed the pupil premium. DB also reported the figures had been adjusted to reflect staff changes. DB added that when the process of best value was applied across the board to contracts the MAC should see some savings being made. DB confirmed the MAC had to adopt the EFSA new standards structure which would require mapping schools joining in September using the new structure. **A Director sought clarification as to what was required** in response CB confirmed there would be new software from September. MOC raised the issue of capacity and identified clarification was required whether any resources were needed 'up front' if this was likely to happen in September and what would be required workwise. **A Director sought clarification whether there was a cost attached to implementing the new software** in response CB confirmed there would be.

DB directed Directors to the consolidated balance sheet on page 11 and confirmed this was now system generated. DB confirmed cash was tight and the MAC needed to look at cash flow management. DB confirmed the pay grants and pension grants would be included in the budget but there was no funding for the teachers 3% pay award. MOC queried Page 10 of the MAC management report and sought clarification if a budget had been set for the Trust. The CSEL also sought clarity whether the top slice could be set without knowing the budget for the MAC. In response DB said the process should start at the top and feed down to the schools and this was something the MAC needed to look at. MOC therefore noted that the budget presented on page 10 was not a true reflection of the MAC finances. In response DB confirmed

	<p>it was at this point in time. CB added the budget for HR and payroll was not included in the MAC budget. It was</p> <p>Resolved: The management accounts were received and accepted by the Board.</p> <p><i>DB left the meeting at 15.40.</i></p> <p>The Chair asked CB to remain to discuss a confidential matter which was not for publication. A Confidential item was discussed this was not for publication</p> <p><i>MOC left the meeting at 15.35</i></p>
STM034/1920	<p>Reports from Committees – Draft Minutes circulated prior to the meeting</p> <p>The draft Minutes from the Resources Committee and the Standards Committee were presented to Directors and no questions were raised. It was</p> <p>Resolved: the draft Committee Minutes were reviewed and noted by the Board</p>
STM035/1920	<p>CSEL Report – Papers circulated prior to the meeting</p> <p>Section 48 – The CSEL presented the Section 48 Report for Archbishop Ilsley and Holy Trinity and congratulated them both on the schools’ achievements.</p> <p>IDSR Data – The reports were submitted for information.</p> <p>MAC News – The MAC news update was submitted for information.</p> <p><i>MM left the meeting at 16.00</i></p> <p>CSEL Recruitment – Confidential Item Not for Publication</p> <p><i>MH left the meeting at 16.15</i></p> <p>At this point the meeting was inquorate</p> <p>Business Continuity Plan – The Chair reported some amendments were required and the CSEL should make the necessary changes. Pending these changed being made the Business Continuity Plan would be approved.</p> <p>The Chair added when policies were being tabled for approval care was taken to ensure they were accurate and the correct template was being used that was appropriate to the MAC and the schools. It was</p> <p>Resolved: The Business Continuity Plan was approved by Directors pending the agreed amendments being made to the Plan.</p> <p>Internal Control Report – The report had been circulated prior to the meeting and the outcome from the report was that subject to the points raised within the report the Directors were given limited assurance that within the areas checked the following had been complied with:</p> <ul style="list-style-type: none"> • the financial responsibilities of the GB were being properly discharged • resources were managed in an efficient, economical and effective manner • sound systems of internal control were being maintained • financial considerations were fully considered in reaching decisions <p>Directors discussed the content of the report in particular noting the findings and actions required. The Chair referred to 1.2 of the report on Executive Pay and the Financial Handbook had strengthened expectations regarding the setting of executive pay. Therefore, when recruiting a new CFO, it was recommended the Board discharge their responsibilities effectively, ensuring its approach to pay was transparent, proportionate and justifiable. The procedure for determining executive’s pay should be agreed by the</p>

	<p>Board in advance and minuted. Decisions about executive pay should reflect scrutiny by the Board and conflicts of interest should be avoided. ACTION: Procedure for determining executive pay to be agreed at next Board meeting. – CHAIR/HR LEAD</p> <p>The Chair referred to item 3.1 that there were no CIF bids or ongoing capital projects within the initial four-month budget. As part of the expansion programme Holy Trinity were investigating a new roof on a three storey building and assistance with boilers. An architect team was working on this. However, these projects would mean less money for Trust expansion. A review was required for future requirements as expansion would increase the CIF entitlement. It was recommended that potential projects within the MAT were identified and assistance was sought for the preparation of bids. The Chair expressed concern that the Board had not been advised the expansion of Holy Trinity was CIF bids, but local authority funding and the Board was unaware of the bid for the CIF funding in response the CSEL advised there were no other bids for the CIF and there was a deadline to meet so the CSEL had taken an executive decision to bid and the CSEL gave an assurance all the correct procedures and protocols had been followed. Directors congratulated Holy Trinity but requested that in future all bids would be notified to the Board. ACTION: CSEL to ensure all future CIF bids were notified to the Board</p> <p>A Director referred to item 6.6. 'There was an awareness of the IR35 legislation and Employment Status checks were carried out and it was recommended that a central register was established at Trust level for reference purposes', the Director sought clarification what action had been taken and it was agreed the CSEL would investigate this with a view to establishing a MAC level IR35. ACTION: CSEL to ensure IR35 at MAC level is established.</p> <p>Those Directors present reviewed the report and the findings and agreed it was a good document and had highlighted some critical issues. Directors requested confirmation that all findings/recommendations were actioned and these reported back to the Board. ACTION: CSEL to ensure findings/actions within the Internal Control report were actioned and reported back to the Board. It was</p> <p>Resolved: The Internal Control Report was reviewed and accepted by Directors.</p>
STM036/1920	<p>Risk Register</p> <p>The Risk Register was presented and accepted by the Board, but the Board agreed the risk register required a comprehensive review and this would be presented at the next Board Meeting on 7th May 2020. ACTION: Risk Register to be tabled at next Board meeting for review - CSEL.</p> <p>Resolved: The risk register was accepted in its current format at this point in time but would require a comprehensive review.</p>
STM037/1920	<p>Safeguarding</p> <p>The Safeguarding & Child Protection Policy for Schools & Education Services and Codicil was presented under Minute STM038/1920. No other safeguarding issues were reported to the Board.</p>
STM038/1920	<p>Acquisition & Growth</p> <p>Nothing discussed</p>
STM039/1920	<p>Policies for Review</p> <ul style="list-style-type: none"> • Accountancy Policy – This would be approved at the next Board Meeting as the meeting was not quorate. – Not Approved ACTION: Clerk • Business Continuity Plan – Approved under minute STM034/1920 • Whistleblowing Policy – This would be approved at the next Board Meeting as the meeting was not quorate. – Not Approved ACTION: Clerk • Safer Recruitment Policy – This would be approved at the next Board Meeting as the meeting was not quorate. – Not Approved ACTION: Clerk • Safeguarding & Child Protection Policy for Schools & Education Services – Agreed this would be circulated to Directors via email and the clerk to obtain confirmation that Directors had received and read this. – To be approved via email. ACTION: Clerk

	<p>to circulate the Safeguarding & Child Protection Policy for Schools & Education Services policy to Directors and obtain confirmation the document had been received and read.</p> <p>Resolved: All policies presented were approved where appropriate when the meeting was quorate unless otherwise indicated. The Chair signed the Codicil for the Safeguarding & Child Protection Policy for Schools and Education Services.</p>
STM040/1920	<p>Items for Information</p> <p>The Clerk advised those Directors present that updates regarding governance had been emailed directly to them or were available on GovernorHub.</p>
STM041/1920	<p>Any Other Business</p> <p>The CSEL reported a meeting with St Bernadette's Catholic Primary School in relation to joining the MAC.</p> <p>The CSEL advised training was available for Directors and Local Governing Boards on the new Ofsted Framework.</p> <p>The CSEL reported the Rosary Catholic Primary School wished to join the MAC in September 2020 and the CSEL advised Directors the current Chair would be willing to join the MAC Board. The Chair welcomed this and requested that an application was made to the Diocese.</p>
STM042/1920	<p>Date and Time of Next Meetings</p> <ul style="list-style-type: none"> • 7th May 2020 at 1.00pm
	Closing Prayer
	There being no further business for discussion the meeting was closed at 16:55

Chairs Signature:  Date: 

BOARD ACTIONS LOG 2019-2020

Minute	Detail	Comment	Recommendation
STM052/1819	CFO Report	All Directors to activate MAC email accounts. 26.09.19 – Discussed Directors have not accessed their accounts yet as they remain unreliable. 30.01.2020 This issue was raised and the CSEL agreed to speak to the IT lead at Archbishop Illsley to resend log on details to Directors.	Carried Forward ALL DIRECTORS
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	Carried Forward GA/CFO/GLL
STM054/1819	Admissions	Admissions to be tabled on the next LGB agenda for Holy Trinity. Included on the agenda for 24.06.2020	Completed GLL
STM067/1819	Finance	MOC to check if the Diocese had the land valuation for the schools	Carried Forward MOC
STM008/1920	Declarations of Pecuniary Interests	Clerk to collect the forms and formulate the Declarations Matrix for the MAC website. As at 30.01.20 there were still three forms outstanding and the Clerk agreed to email members for these.	Carried Forward CLERK
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.	Carried Forward GA
STM008/1920	Skills Matrix	Clerk to email Directors the NGA Skills Audit for completion and following receipt the matrix was to be completed and presented at the next Board Meeting.	Completed CLERK
STM032/1920	Minutes of Previous Meetings	The Board agreed the minutes from 2.12.19 would be reviewed by the Board meeting on 7.5.2020.	NEW CLERK
STM032/1920	IT Resources	CSEL to prepare the business case for presentation to the Resources Committee	NEW CSEL
STM035/1920	Internal Control Report	Procedure for determining executive pay to be agreed at next Board meeting.	NEW CHAIR/HR LEAD
STM035/1920	Internal Control Report	CSEL to ensure all future CIF bids were notified to the Board	NEW CSEL
STM035/1920	Internal Control Report	CSEL to ensure IR35 at MAC level is established.	NEW CSEL
STM035/1920	Internal Control Report	CSEL to ensure findings/actions within the Internal Control report were actioned and reported back to the Board.	NEW CSEL
STM036/1920	Risk Register	Risk Register to be tabled at next Board meeting for review	NEW CSEL
STM039/1920	Policies	Clerk to circulate the Safeguarding & Child Protection Policy for Schools & Education Services policy to Directors and obtain confirmation the document had been received and read. All other policies to be tabled at the next meeting for approval when appropriate.	COMPLETED 12.02.20 CSEL/CLERK

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27/1/20