



MINUTES OF ST TERESA OF CALCUTTA MAC BOARD MEETING
Thursday 3rd December 2020 at 1.00pm
VIRTUAL MEETING

Present: Frances McGarry, Foundation Director, Chair
 Mary A Mills, Foundation Director (MM)
 Mary Higgins, Foundation Director (MH)
 Sean Devlin, Foundation Director (SD) Vice Chair
 Susan Hughes, Co-Opted Director (SH)
 Andrew Kennedy, Foundation Director (AK)
 John Ryan, Foundation Director (JR)
 David Whale, Co-Director, (DW)

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 the Board, SIPS Ltd

Minute No	
	Opening Prayer The Chair opened the meeting with a prayer
STM107/031220	Welcome & Apologies The Chair welcomed all to the meeting and no apologies were received.
STM108/031220	Declarations of Interest
STM109/031220	Urgent Additional Items
STM110/031220	<p>Chairs Actions – Confidential Item Not for Publication (The AO was not present for this item)</p> <p>Under this action the Chair reported on the outcome of the PM of Headteachers and the AO: details of the robust process were previously circulated to the Clerk and the Board. The confidential minutes outline further detail on this issue. The AO arrived 13.13</p> <p>Interim Accounting Officer Contract – The Chair confirmed the recruitment of the CSEL had been temporarily paused. The Chair had spoken to the AO about extending the interim arrangement and the interim AO had kindly agreed to this. The Chair was therefore seeking Directors approval to extend the contract of the current Interim Accounting Officer until 31st August 2021. For clarity the Chair confirmed the original contract had been due to end on 31st December 2020.</p> <p>The Chair reported sending a communication to schools in the MAC regarding the extension of the AO contract. Schools planning to join would be informed before the end of term. The Chair invited questions and there being no further questions it was</p> <p>Resolved: Directors agreed unanimously to extend the contract of the Interim Accounting Officer until 31st August 2021.</p>

	<p>Appointment of Company Secretary – The Chair reported the CFO had been asked to take on the role of Company Secretary. The role of the company Secretary was outlined and clarified in relation to the role of the clerk and the division of duties between these two roles. Questions were invited from the Board and there being no further questions it was</p> <p>Resolved: Directors agreed unanimously the appointment of the CFO as the Company Secretary.</p>
STM111/031220	<p>Minutes of previous meeting held on 24th September 2020 – <i>Circulated prior to the meeting</i></p> <p>The minutes were reviewed and no amendments were made.</p> <p>Actions: STM067/1819 – Carried Forward STM008/1920 – Closed STM035/1920 – Closed STM061/1920 – The AO was requested to provide this information for the next meeting. ACTION: AO STM061/1920 – The CFO confirmed finance was working on a spreadsheet to align service providers to achieve best value. – Carried Forward STM080/1920 – The CFO confirmed a timetable for the MAC had been sent to JR for adoption at the Resources Committee. – Closed STM082/1920 – Closed STM089/240920 - Closed STM089/240920 – Closed STM089/240920 – Closed STM090/240920 – Closed STM091/240920 – Closed STM093/240920 – Carried Forward STM094/240920 – Closed STM094/240920 – Carried Forward STM094/240920 – Closed STM094/240920 – Closed STM096/240920 – Closed STM097/240920 – Closed STM100/240920 – Closed STM102/240920 – Carried Forward STM104/240920 – Closed STM104/240920 – Carried Forward</p> <p>Resolved: the minutes were approved to be signed by the Chair and retained by the MAC.</p>
STM112/031220	<p>Vision & Ethos</p> <p>The Chair reported the information regarding the vision and ethos had been received and the Chair invited comments from Directors. In response a Director noted the process had been started but little progress had been made. A Director referred to the BDES website and the statement therein which should align to the MAC vision. The Director noted the work JR had done in presenting the vision as a charter and the Director believed this had advanced the MACS thinking. A Director highlighted comments in relation to the ‘schools being the best they can be and working to the common good of society’.</p> <p>The AO reported the HTB had discussed the current three key phrases courage, vocation and compassion and the HTB would prefer three key words and articulation into short sentences. The Directors discussed this and in general the idea of the articulation was welcome. A Director also welcomed a clear statement of purpose which would take time to achieve but felt this was worth developing as it would lead</p>

	<p>to formulation of sentences that encompassed purpose, core values and focus which should be relevant and meaningful.</p> <p>A Director highlighted the three word principles had been devalued lately and individuals did not pick up what needed to be achieved. The Director therefore felt it was essential to establish what the MAC wanted to achieve and why was the MAC different. The Director felt the Board should move on from the Diocese vision to what the Board wanted to do as a MAC.</p> <p>A Director suggested the MAC should include in the vision and ethos the mission of the MAC as a catholic MAC and moral values, the key was 'love another as I have loved you'. The Director believed the MAC should educate and this would be down to the viability of the MAC. In response the Chair agreed it was right what the MAC did served this and the MAC should strive to be the best organisation it could. The Chair confirmed the MAC had core values it could share that were integrated and putting them succinctly would ensure they were inspiring. The Chair identified the MAC's deeds should match the MAC's words. In articulating, the MAC was demonstrating it was values driven. The Chair thanked John McCaul for all the preparation work completed and also thanked SD, JR and the AO in moving this issue forward. The Chair requested Directors to email any ideas in relation to this matter.</p>
<p>STM113/031220</p>	<p>Terms of Reference for Committees and confirmation of membership The Terms of Reference were reviewed and agreed. The Chairs of Committees for 2020-2021 were confirmed as:</p> <ul style="list-style-type: none"> • John Ryan – Resources • Standards – Sean Devlin <p>The membership of each committee was agreed as:</p> <ul style="list-style-type: none"> • Resources – Mary Higgins, Mary Mills, David Whale • Standards – Andrew Kennedy, Frances McGarry, Sue Hughes <p>Directors agreed Directors who were not members of the committees could attend any of the Committee meetings. Any Director wishing to attend a committee meeting of which they were not a member should notify the Chair of the Committee/Clerk in advance of the meeting. There being no further questions it was</p> <p>Resolved: The terms of reference for the committees and membership were agreed.</p>
<p>STM111/031220</p>	<p>Receive CFO Report - <i>Standing Item</i> – Papers circulated prior to the meeting</p> <p>Confirmation of Company Secretary – Approved under minute STM110/031220</p> <p>Management Accounts – The CFO reported from the papers previously circulated and highlighted the following:</p> <ul style="list-style-type: none"> • Accounts confirmed at 31.8.20 – Archbishop Ilsley loss of £50k, Holy Trinity reserve of £74k, Holy Souls reserve of £93k and the MAC reserve of £78.5k. Overall this was £195k in reserves. • Archbishop Ilsley improved forecast position. • Currently the accounts were slightly behind and the worst case scenario was a carry forward of £301k with anticipation the reserves would be built through the year. • Year end audit and final accounts completed ready to be sent to Directors • The procurement policy has been drafted and all the issues raised by the auditors addressed.

- Work had commenced on the Reserves Policy
- The Credit Card Policy has also been drafted.

A Director sought clarification regarding the surplus and the cash flow highlighting the significant improvement and the Director was querying this?

In response the CFO confirmed that DBS completed the cash flow at month end and the salaries were paid for one month but the direct debit for these did not leave until the following month so this was the cause. The CFO agreed to look at this further and email the details to the Director. ***The Director highlighted the need for reconciliation.*** In response a Director clarified this was a system issue in that the system did what it needed to but did not follow into cash flow. The Director confirmed the Resources Committee had discussed this looking at a separate cash flow model in the form of an excel spreadsheet, however a number of anomalies lay within the finance system.

There followed an in depth discussion regarding HCSS and the issues with the system, although the CFO confirmed being satisfied with the system. The Chair recognised the Board had sufficient members with financial knowledge to address this and added an executive summary each quarter would help to explain the figures and scrutiny could be carried out by JR and DW. The Chair also requested a simple glossary as a word document that explained the abbreviations would be helpful. Directors welcomed this and requested a brief summary was produced by DRB and a balance sheet was also requested. **ACTION: CFO**

STM114/031220

Receive AO Report – Papers circulated prior to the meeting

The AO highlighted key points from the papers previously circulated:

- The HTB were pleased with key focus on learning
- The RADY ambassadors were meeting today
- Recent innovation starting to celebrate MAC across parishes which had gone down well with parishioners and priests
- The MAC website was a work in progress
- Mission and values - there was a delay to the signage being completed until the mission and values were agreed
- Cost savings was a work in progress looking at procurement cost savings and efficiencies. The AO reported £18k had been saved as part of the central procurement since September and this would increase incrementally through the year.
- Senior Accounts Manager – The AO reported the internal appointment had worked well but the temporary contract was due to end on 31.12.20 the AO was therefore seeking approval for an extension of the contract to 31.8.21. There being no further questions it was

Resolved: Directors agreed to the extension of the current temporary contract to 31.8.21

MOC joined the meeting at 13.59. At this point in the meeting the connection with the CFO was lost and the CFO re-joined the meeting at 14.02.

Referring to Appendix 5 a Director sought clarification how the £11k saving had been made on the insurance? In response the CFO reported Holy Souls had renewed insurance when it was not required, so a refund had been obtained for £9.5k for the previous year and renewal this year would have been £11k so this is where the cost saving had been derived.

	<p>MOC sought clarification how the school had been able to take out the renewal without the MAC being aware? In response the CFO reported the insurance had been renewed in April prior to the conversion. The AO confirmed budgets were now being reviewed and these anomalies would be identified. There being no further questions it was</p> <p>Resolved: the AO report was presented and received by Directors.</p>
STM115/031220	<p>MAC Development Plan</p> <p>The AO clarified agreement had been reached at a previous meeting that there would be discussion points to think about shared objectives. The AO reported some of this was happening through RADY but further open discussion was needed by the Board around improvement strategy for the months or years ahead. In response the Chair confirmed the priorities had been agreed this had been sent and the Chair agreed to resend these to the AO after the meeting. ACTION: CHAIR</p> <p>For the purposes of the meeting the Chair confirmed the priorities:</p> <ul style="list-style-type: none"> • Review and communicate MAC vision, values and core purpose as a growing MAC. • Maintaining effective and sustained school leadership. • CESL Recruitment. • Identify and share best practice across the MAC • Support best practice in Wellbeing, Safeguarding, SEN and overcoming barriers to learning. <p>The Chair invited questions with regard to organisational effectiveness as the Chair felt this was important strategic wording. The Chair suggested budget work should come under this heading.</p> <p>The Chair added good organisational services were required to meet the needs of the most vulnerable and as the MAC grew oversight of buildings and infrastructure would be essential to support a successful 21st century organisation. In response a Director highlighted it was vital to include recovery/realignment following COVID in learning in school. In response the Chair suggested this could fall into best practice and sharing communication across the MAC.</p> <p>The Board engaged in further discussion and Directors agreed there would be changes over the next two years in education. Although OFSTED would not be commencing inspections until Easter 2021 they would be looking at schools sympathetically. The Directors discussed the variance in children who had been out of school more than others and the MAC being aware of how much teaching children had received. Directors recognised Archbishop Ilsley was doing good work but children were still travelling to school on the bus and environmental factors were impacting.</p> <p>The AO highlighted organisational alignment and effectiveness and having both of these together was the language in academies and trust.</p> <p>The Chair added that a key priority was the MAC seeing COVID through without any long term damage to life or health. A Director commented that catch up and development of education of children in a MAC with primary through to secondary put the MAC in a strong position and the MAC could plan from reception right through. In response the Chair raised the importance of Early intervention as national data indicated that children who did not reach their required level of phonics were highly unlikely to get a good pass at English at the end of Key Stage 4.</p> <p>The AO clarified all schools with catch up were expected to produce a plan to identify how the money was being used across all year groups. The AO reported that at future</p>

	<p>Standards Committee Meetings or at the Board Meetings Directors should look at what the schools were doing to present challenge and scrutiny. ACTION: CLERK</p> <p>A Director referred to the RADY launch and how this would involve catch up learning in relation to golden thread. The Director added when the pandemic had ended the schools needed to look after staff next year as staff may have switched off and schools needed to ensure staff were in the right mind-set. In response the Chair confirmed wellbeing was on the agenda at the Standards Committee which would help. The Chair requested that should the Board not be aware of the ongoing situations in school then the Board should be advised as soon as possible. ACTION: AO</p> <p>The Chair suggested it might be appropriate to establish a MAC Improvement Plan and the Chair confirmed there was no immediate action required on this. the Chair would forward the AO an email which would facilitate the integration and updating of current academy plans aligned to the Board's thoughts at the beginning of the academic year.</p> <p>A Director enquired if there was a completion date for the plan? In response the Chair confirmed the HTB had looked at broad priorities as a MAC to identify strategic areas to concentrate on. Directors would need to contribute to this but at this point there was no completion date. The Chair added that when the Board considered agenda actions during the year the Board did align to overall strategy so this was the starting point although not a plan. The Chair clarified the job of setting strategic direction was the Board's role with the AO being responsible for producing the plan.</p> <p>A Director sought clarification if the Board should set a date to complete beyond setting strategic direction? In response the AO suggested the MAC should gather thoughts, ideas and direction in knowing where the MAC was going and the next step was to document and track for impact. The AO confirmed the MAC had a clear direction of travel and key milestones to evaluate for impact. The Chair suggested a three year rolling plan worked well to allow updates with minor adjustments along the way. DW left the meeting at 14.46</p>
STM116/031220	<p>Receive Committee Minutes</p> <ul style="list-style-type: none"> Resources Committee – 12.11.20 – JR gave Directors a brief overview of matters discussed at the Resources Committee and confirmed the discussions were detailed in the minutes. Standards Committee – 12.11.20 – SD gave Directors a brief overview of the matters discussed at the Standards Committee and confirmed discussions were detailed in the minutes. SD highlighted the presentation on Golden Thread and requested that thanks were extended to Chris Corrigan who was leading on standardisation of templates. Audit Committee – 18.11.20 - The minutes were available for Directors to view. The Chair sought clarification when the final accounts and the recommendation letter had to be signed? In response the CFO confirmed this should be completed as soon as possible and at the latest by 31.1.21. ACTION: CHAIR/CFO
STM117/031220	<p>Due Diligence – Papers circulated prior to the meeting Appendices 6a-8</p> <p>A Director thanked the AO, Head Teachers and Governors for submitting the information and Directors agreed it was good to receive this information.</p> <p>A Director highlighted an area of concern in relation to the financial situation of one of the schools proposing to join the MAC. The Director noted the deficit over three years and the projected deficit at another school for 2022-2023. The Chair agreed this was a concern and when this had been raised with the schools it was identified this was due to falling rolls in primary schools. The Chair highlighted there would be challenges ahead and work would be needed to address this.</p>

The Directors engaged in a lengthy discussion raising a number of concerns about the financial stability of schools who may be joining the MAC. The AO confirmed when due diligence had been carried out everyone had felt reassured there had been honesty and transparency and a realisation that work was needed in looking at pupil numbers and contracts. The AO confirmed a good relationship had been established with the schools and a lot had happened since the original report was completed. **MM left the meeting at 15.00**

The CFO reported there was ongoing work and meetings were taking place with the finance staff at the schools to explore this matter further and the Diocese was also involved. **A Director requested whether a report could be submitted to the Resources Committee to let Directors have confidence in this matter?** In response the CFO confirmed the information with regard to the areas being looked at would be available but the CFO was not sure at this stage the savings would have been identified.

The Chair referred to the conversion timetable and sought clarification if it was still proposed to convert in April? In response the AO reported having spoken to the solicitors and the AO was confident about the ambition to meet the new dates the only issue might be the BCC legal team. The CFO confirmed the solicitors were still Wentwood-Sherwood. **The Chair requested there should be a named individual from the BCC legal team the MAC solicitors could liaise with.**

Directors discussed the conversion date and whether this could be achieved without completing the due diligence process. Directors felt that it was necessary to know what the finance teams and the Diocese established when reviewing finance. Directors felt a conversion date should not be agreed without the due diligence being completed. At this stage Directors invited MOC to explain what steps needed to be achieved before due diligence was completed. In response MOC confirmed a balanced budget plan was required before joining a MAC. The Board needed to understand the schools had control before joining the MAC. MOC provided the Board with an overview of what had happened at the schools and how the financial issues had arisen. MOC advised the Board they should be satisfied there was a management plan in place before the schools joined the MAC and the schools had a balanced budget. MOC added that with regard to the solicitors the lead time was impacted by things the MAC had no control over, therefore at any time the MAC could determine a school should not join the MAC because they had not completed what was required.

The Chair sought clarification that the MAC could proceed to the planned conversion date of 1.4.21 whilst due diligence was being completed. However, the MAC would give clarity to the schools that the MAC would not pick up any deficit in the next three years and at any time the MAC could delay the school joining where these conditions had not been met? In response MOC clarified the key thing was if the school had a financial deficit what support could the MAC give to the school to get the budget on track for the next three years.

Directors felt this gave clarity and sought clarification from the AO the schools were aware of this? In response the AO confirmed schools understood this and there had to be a level of confidence for the conversion to happen. The AO clarified the working towards date was different from the conversion date. The AO agreed it was realistic for the Board to consider a phased approach to integrating the schools but if the MAC did not start the work with the solicitors now the MAC could still be in the same position this time next year.

	<p><i>A Director highlighted concerns about due diligence in relation to premises and this was just as important as the financial aspect.</i> The AO agreed and confirmed when planning due diligence there were three key areas of importance these were finance, quality of education and buildings all of which had to be presented to the Board. <i>The Chair sought clarification if there was an opportunity for the Diocese to support the MAC with this?</i> In response MOC confirmed this was available. MOC clarified the LEA had the property information and the MAC should be looking at this. The CFO had the condition survey report and this would be established for all schools. MOC clarified the funding would change and the MAC would need an estates management fund. The AO reported the EFSA had been contacted regarding the reintegration. <i>The Chair sought clarification how soon the EFSA would do this?</i> In response the CFO confirmed visits were currently suspended so the request had been submitted and this would take place once the EFSA restarted work. <i>JR left the meeting at 15.23</i></p>
STM118/031220	<p>Risk Register – Standing Item Deferred</p>
STM119/031220	<p>Safeguarding - Standing Item Nothing reported.</p>
STM120/031220	<p>Acquisition & Growth - Standing Item Directors agreed to remove this item from future agendas. ACTION: CLERK</p>
STM121/031220	<p>GDPR - Standing Item Nothing reported.</p>
STM122/031220	<p>Safeguarding - Standing Item <i>Nothing reported. A Director sought clarification whether the Board should receive an annual safeguarding report?</i> It was agreed the AO would present the report to the Board in Summer 2021. In the meantime, anything that needed to be reported would go to the MM and the Standards Committee. Also an annual safeguarding report should be presented to each Local Governing Board. ACTION: AO</p>
STM123/031220	<p>Policies - Standing Item</p> <p><u>Birmingham Model Safeguarding Policy 2020</u> – The Safeguarding Policy was presented and there being no further questions it was</p> <p><i>Resolved: the Birmingham Model Safeguarding Policy was approved and would be published on the MAC website.</i></p> <p><u>CES Model Whistleblowing Policy</u> – The Clerk reported the point of contact for the MAC had been the CSEL and subsequently the AO. However, the AO was an employee at Holy Trinity School and therefore the contact should be someone from the MAC. Directors agreed this should be changed to MH. It was</p> <p><i>Resolved: the Whistleblowing Policy would be updated to reflect the change to the point of contact and published on the MAC website.</i></p> <p><u>Birmingham Model Pay Policy 2020</u> – Directors agreed the Birmingham Model Pay Policy would be approved for use within the MAC and schools. However, it was noted that as the schools had different structures each school would need to personalise the pay policy. The Chair requested the MAC Pay Policy should include appendices to indicate the staffing structure in each school. ACTION: AO to amend the MAC Pay Policy/ACTION: CLERK TO ADD TO LGB AGENDAS</p> <p>The Board discussed the provision within the Model Pay Policy for the awarding of two increments and the CFO reported Archbishop IIsley currently used this option.</p>

	<p>Following a lengthy discussion Directors agreed further advice was needed on realigning policies, however Directors agreed that the two increment discretion should be removed from the pay policy for all schools.</p> <p>Directors raised concerns whether there was a requirement to consult with the Trade Unions on this change, but having reviewed the Policy this was clearly identified as optional within the policy and the MAC could remove this. There being no further questions Directors agreed unanimously to remove the option to award two increments for schools currently in the MAC and for any schools joining the MAC. ACTION: AO to advise schools</p> <p>There being no further questions it was</p> <p>Resolved: the Model Pay Policy was approved with the amendments</p> <p>MOC highlighted the BDES and CES were keen for all schools to have CES policies and this was something the Board should reflect on particularly in relation to employment contracts.</p>
STM124/031220	<p>Directors - Standing Item</p> <ul style="list-style-type: none"> • School Visits – None reported during COVID. Visits to be carried out only if essential. • Training – Some training was identified. The Chair agreed to summarise and email Directors. ACTION: CHAIR <p>The AO reported to the Board Judicium provided training opportunities for Directors and the AO would arrange for this to be reviewed.</p> <p>MOC reported the Diocese delivered a four-week training course with governors which was delivered virtually as 1.5 hour sessions over four weeks. This would be available again as well as Head Teacher briefings and Section 48 training.</p> <p>The Chair thanked MOC and the AO and clarified there was a distinction between the role of a governor and Director. In response MOC confirmed the Diocese was looking at something for governors that aligns with the role of Directors and the MAC structure in the new year. The Chair indicated the Board would be interested in models of how the MAC and the LGB interact.</p>
STM125/031220	<p>Items for Information</p> <p>MAC website – The Clerk highlighted the changes to information required to be published on the MAC/schools websites. In response the Chair advised there should be a regular check of the websites and what should be published as part of the requirements of the Academies Financial Handbook.</p>
STM126/031220	<p>Any Other Business</p> <p>None discussed</p>
STM127/031220	<p>Date and time of future meetings:</p> <ul style="list-style-type: none"> • Thursday 28th January 2021 at 1.00pm
	Closing Prayer
	There being no further business the meeting was closed at 16.00

Chairs Signature:  Date: 27/9/2021

BOARD ACTIONS LOG 2020-2021

Minute	Detail	Comment	Recommendation	
STM067/1819	Finance	MOC to check if the Diocese had the land valuation for the schools	Carried Forward	MOC
STM061/1920	Finance	Music - GA requested to provide information on percentage of FSM students. 03.12.2020 – CC requested to provide this information at the next Board meeting. Reassigned action to the AO.	Carried Forward	AO
STM061/1920	Finance	CB to keep MOC advised of progress in relation to contracts review	Carried Forward	CFO
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	Ongoing	JR
STM102/240920 (previously STM036/1920)	Risk Register	Risk Register to be reformatted and presented to the Resources Committee on 12.11.20.	Carried Forward	CFO/Clerk
STM104/240920	Policies	Directors to read KCSIE 2020 Part 1 and confirm to the Clerk.	Carried Forward	Directors/Clerk
STM111/031220	CFO Report	HCSS System - Glossary to be produced explaining the abbreviations and a brief summary was produced by DRB and a balance sheet was also requested	New	CFO
STM115/031220	MAC Development Plan	Priorities previously agreed to be sent to AO/CFO and Directors. Clerk to add as agenda item for Standards Committee Meetings or at the Board Meetings what the schools were doing to present challenge and scrutiny. Wellbeing - The Chair requested the Board was kept advised on ongoing situations in schools.	New New New	Chair Clerk AO
STM115/031220	Committee Minutes	Audit Committee – The Chair to sign final accounts and the recommendation letter.	New	Chair
STM122/031220	Safeguarding	AO to present report to the Board in Summer 2021.	New	AO
STM123/031220	Policies	Birmingham Model Pay Policy 2020 – The Chair requested that the MAC Pay Policy included appendices to indicate the structure in each school. Model Pay Policies to be included in Local Governing Board Agendas	New New	AO Clerk
STM124/031220	Directors	Directors agreed to remove the two increment option for current schools and any schools joining the MAC. Directors training - The Chair agreed to summarise and email Directors.	New New	AO Chair