



MINUTES OF ST TERESA OF CALCUTTA MAC EXTRAORDINARY BOARD
MEETING - Thursday 6th May 2021 at 10.00am
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)
 Amy Majhu, Finance & Business Advisor, BDES
 Gerardine Lawson-Lotarew, Assist Governance Manager and Clerk

Minute No	
	Opening Prayer The Chair opened the meeting with a prayer
STMEO001/060521	Welcome & Apologies The Chair welcomed all to the meeting and no apologies were received.
STMEO002/060521	Declarations of Interest The Chair declared an interest as a governor at Holy Souls Catholic Primary School. In addition, AK and MH declared an interest as governors at the Rosary School.
STMEO003/060521	Virtual Meeting Protocols The Clerk highlighted to Directors and those in attendance the virtual meeting protocols previously discussed at the Resources Committee meeting and the need to ensure that when any participant was required to leave the meeting no device should be left connected to the meeting. Where the host of a meeting was required to leave the responsibility for hosting would be transferred to a Director. <i>JR arrived 10.12</i> The issue of transferring hosts was discussed following the arrival of JR and it was agreed that as there were confidential items for discussion during the meeting the AO would transfer the host facility to JR.
STMEO004/060521	Urgent Additional Items None reported
STMEO005/060521	Due Diligence Process for The Rosary, St Chad's and St Joseph's – Circulated prior to the meeting MOC raised the issue of the caretaker's house at St Chad's and highlighted the status of the Service Occupancy Agreement had not been established during the due diligence work. MOC advised this needed to be resolved by the solicitors prior

to the transfer. In response the AO confirmed work had been completed by the solicitors and no issues were raised.

St Joseph's - A Director sought clarification why there was a deficit at St Joseph's in years 2023-2024? In response the CFO confirmed in existing schools a prediction was made of some level of funding, however it was not possible to predict accurately the future level of funding so all schools were looking at a deficit in 2023-2024.

The Chair extended thanks to the CFO, AO and BDES for all the work done with the due diligence process and the Chair also expressed thanks to the staff and governors of the three schools.

A Director acknowledged the schools had done an excellent job with the financial information from what had previously been presented. The Chair invited questions from Directors and there being no further questions the Chair sought agreement from Directors to proceed with the conversion process. It was

Resolved: Directors agreed unanimously to allow St Joseph's to join the MAC with effect from 1st September 2021

A Director referred to the recent speech by the Secretary of State to CST and also Jonathan Veasey's statement sent to Chairs. The Director sought clarity about the process the Board was currently engaged in and where this stood within the understanding that whatever happened all schools would belong to a family. The Director was seeking clarification if the Board had a choice about whether it accepted schools into the MAC family and if the Board did not, what would happen? In response MOC clarified the statement from the Secretary of State and the statement from Fr Jonathan was intended to stop the 'try before you buy' approach. The Diocesan strategy was all school be in a MAC. The issue was understanding the fundamental work done through due diligence to establish if the schools and the MAC were able to bring it together at this point and MOC believed this information had come through in this meeting. MOC recognised today was the conclusion of the work and the MAC needed to move forward with St Josephs and complete the same exercise for The Rosary and St Chads.

The Chair had not received the email which changed little from the Diocese position that all schools should be in a family. The Chair add the MAC needed to be strong enough to take on the schools, but it would be irresponsible to take on schools if the MAC could not bring about the support and other aspects needed to improve. The Chair added the MAC would want to ensure schools were receiving a good deal and the MAC would not want to let anyone down.

St Chads - A Director noted the issues with the Caretakers property. The Director highlighted that it was important the individuals concerned were settled with the property and the school was in a good financial position. Directors engaged in a discussion and concerns were raised about the finances of the school, however the Directors noted the school was outstanding. ***A Director sought clarification what the pupil numbers would be 21-22.*** It was reported student numbers had been erratic but the school has had a constant deficit and was living off the reserves with deficits for the future so financially it would be a burden.

The AO reported that last year St Chads took a dip in reception numbers but the school was expecting a full intake in Reception in September. A new substantive

Head Teacher had been appointed and the leadership structure would remain at two senior leaders with and no third senior leader so a review of the finances and the leadership structure was being revised which strengthens St Chad's position. The AO advised Directors that educationally the school was well on course for any future OFSTED.

The CFO reported the Budget for 21-22 was based on a worst-case scenario. The Government had announced a pay freeze but the school had built in contingency. The CFO reported there may be opportunities for collaboration with the Business Manager at the school to work with the MAC Central Team and the off charging of a proportion of the salary.

A Director reported there had been good progress since September and looking just at year 3 was not helpful. Conversations had taken place regarding the deficit and the commentary pack identified savings. The Director queried if the savings had been factored into summary sheet? In response the CFO confirmed these had not been factored in. The Director acknowledged there was a budget deficit and highlighted that there was also a level of reserves and the school could use the reserves to manage the transition and maintain financial management.

The Chair noted from the information provided that some of the integration between the school and Central Services had already taken place and the CFO had provided good advice, but it was also good to see the collaboration on paper and this was a credit to the team.

MOC highlighted some issues namely Brearley Nursery which was located next to the school and was part of the Forest School. MOC suggested that the Solicitors needed to establish if there was a formal or informal arrangement with the school. In addition, there appeared to be a number of vacancies on the GB and it was important there was a strong local governance, so the MAC needed to support the school with this. The MAC needed to know the oversight of the school was good and strong. In response the AO reported two additional foundation governors had been appointed last week at St Chads. The AO highlighted that the school had historically always had a large governing board so there may be constitutional issues that would require addressing in the future.

A Director noted what had been discussed about the reserves but added that looking at three years down the line the expectation of the MAC was to work towards a 6% surplus in reserves and the priority of the MAC was to build those reserves for 4- or 5-years' time. In response a Director highlighted that discussions had taken place to identify how schools would support each other as the current schools in the MAC currently do. The Director added that St Chads had 16% reserves and by 2023 the school would still have a 5% reserve so the MAC would continue to work with them but currently the MAC was not overly concerned about this issue.

A Director reported that at The Rosary, before taking the decision to academise, the governors had been scrutinised about the finances at each meeting and the school was at 15%-18% carry forward each year. A Director confirmed that The Rosary was still at 15% currently. In response AM clarified that whatever controls the MAC had in place the MAC should be working towards the scheme of delegation and as long as the MAC was clear and the aims were achievable there should not be an issue.

The Chair highlighted that as a one form entry school 'Other Costs' at St Chads appeared unusually high compared to the other schools. In response MOC confirmed other costs were 29% at St Chads and 16% at the other schools. The CFO was requested to look at this. **ACTION: CFO**

The AO reported that the leadership team and the governing body were aware of the percentage, and there were a number of things the school was reviewing with catering being identified as an area of overspend. In response MOC added schools sometimes took a different approach to allocation of costs to cost centres but this should resolve itself following conversion and the MAC would have a better understanding of these costs in future. The AO reported there were external services being purchased such as IT and the MAC IT Lead would make savings. MOC sought clarity on the savings made on IT at Holy Souls. In response the AO clarified this was approximately a 50% reduction in costs.

A Director sought clarification what savings could be made on IT in the schools? In response the AO confirmed the schools used Link to ICT and IT technicians. The MAC IT Lead had visited St Chads and the IT Lead believed a 50% saving would be the minimum achieved but this could be stretched.

The Director sought clarity what the value of a 50% saving represented? In response the AO confirmed the current cost was £22,000 per annum and Holy Souls had gone from an annual spend of £18,500 per annum to £8,500 per annum.

The Chair sought confirmation if the AO was making a recommendation to the Board to proceed with the conversion and welcome St Chads to the MAC? In response the AO confirmed the school should be welcomed. The Chair invited further questions from Directors and no further questions were raised. It was

Resolved: Directors agreed unanimously to allow St Chads to join the MAC with effect from 1st September 2021.

The Chair referred to St Chad's OFSTED Report and highlighted the partnership with Caritas and the impact the partnership had on the school. The Chair indicated that one of the concerns of joining the MAC was the prospect of losing the partnership of the schools in that group. The school was keen to continue with the curriculum enrichment they had experienced. **The Chair sought clarity if this matter had been identified during the due diligence process?** In response the AO confirmed this matter had been raised and it was an established and effective partnership and what the partnership brought to the academy was rich. The governing body had sought advice on retaining the partnership and the MAC recognised it was an existing partnership so it would be remiss to abandon this especially if it brought benefit to all of the MAC.

The Rosary - A Director referred to the Rosary financial position and highlighted the changes in finance from the October figures. The Director noted that although the school still had a deficit there were lots of positives and the school would be enrichment to the MAC. The Director did not have any issues with the school joining the MAC and it was pleasing to note The Rosary and the Central MAC Team were working together. A Director agreed and highlighted that academically The Rosary was the weakest in attainment in early years and KS2 but the school could work with the other primary schools in the MAC.

The Director sought clarification on the roll numbers. In response the AO confirmed The Rosary had been impacted but the numbers were still stable. The school would start with fewer pupils but the places were filled quickly so there were no concerns to what had been seen before. The AO confirmed speaking to the HT and Chair about this with 52 pupils allocated out of 60 and historically the school had 60. The AO added there was a confidence that the ongoing discussions with the LA would resolve the issue of the pupil numbers. A Director agreed with what the AO had reported and added that another issue affecting The Rosary was the number of children in Birmingham with around 1800 families who had not made a primary school choice by the deadline date. The reason being the number of families that had gone abroad because of the pandemic. There were therefore a number of applications outstanding and as such there were no concerns about the numbers.

The Director recognised that in terms of attainment The Rosary had a higher number of pupils with the most complex special needs and The Rosary was working close with the LA and the new hub arrangements to move more quickly on making alternative provision. The Director indicated this would be an ongoing issue for the future. A Director added small primary schools are used to working with volatile pupil numbers. St Chads and The Rosary had staff who had huge expertise that they could share with the MAC. The Rosary also had a good reputation within the special needs field. The AO confirmed Holy Souls and The Rosary had already collaborated on these issues and the specific needs around children, and the MAC Development plan would reflect this.

The Chair highlighted the Board should be mindful about looking at 2-3 years ahead and things were volatile currently because of the national issues this year. The Chair suggested that the MAC needed to ensure the Secondary schools were keeping a watching brief on the current decrease in pupil numbers across Birmingham primaries to be prepared for any future impact on their admissions.

The Chair sought confirmation if the AO was making a recommendation to the Board to proceed with the conversion and welcome The Rosary to the MAC? In response the AO confirmed the school should be welcomed. The Chair invited any further questions from Directors and no further questions were raised. It was

Resolved: Directors agreed unanimously to allow The Rosary to join the MAC with effect from 1st September 2021.

The Chair extended thanks to the staff and governing body of The Rosary School for making STOMAC their choice.

A Director noted what had been discussed and believed that it was now viable to move to admitting the three schools on 1.9.21. The Director however highlighted the concerns with the Caretaker's property which had been discussed earlier in the meeting and the position of Brearley Nursery. The Director was concerned these matters were recorded and resolved before prior to 1st September. The Chair confirmed the Clerk would have exercised diligence in ensuring these matters had been recorded and any actions highlighted for the Board highlighted.

A Director raised concerns the three schools were now ready to move into the MAC but the Board needed to be mindful of the process involved in bringing together these three schools. The Director sought clarity whether the MAC should transfer all the schools in one phase and what was the

timeframe. In addition, what support was available with the conversion process from the Diocese? In response the CFO clarified that a lot of thought had gone into this process and it was going to be a challenge to bring all schools together but September was a natural start in terms of the finance and the CFO was confident that everything would be in place for September. The CFO clarified Holy Trinity were assisting with the process and the CFO had all the staffing information for input into the system. The CFO highlighted the only risk would be the boiler work at St Josephs and if this was not completed before 1st September what would happen with the LCVAP funding. In response Directors believed that as long as the work had started prior to the conversion the LCVAP funding would still be paid.

AM advised the Board the Diocese was available to support the MAC and as the CFO had said it was down to the capacity of the central team as to how it could cope with bringing in the three schools together.


The AO confirmed the MAC was nearing the end of the conversion process and no challenge had been received from the professional associations. Although there was a confidence in the central team that the conversion could be achieved, the MAC should not underestimate it was still a challenge. As the decision had been taken to bring the schools in together everyone needed to work at a pace to get this working for September. The AO reported that following the meeting today contact would be made with the solicitor and likewise there were anxious head teachers wanting to know the outcome of this meeting.

A Director thanked the AO and CFO for their confidence and hard work and agreed what was to follow would be a challenge. The Director was comforted greatly that on 1.4.21 thirteen schools converted together into the Our Lady and All Saints Family and that had taken place smoothly. The Director added that if there was any strain on the AO, CFO or capacity issues the MAC could buy in support from a project leader with experience and perhaps pay for the project leader at experience in bringing several schools together. In response the Chair agreed this would be helpful. The Chair added the Board was aware of its responsibilities to the schools, the Board also recognised how hard the CFO and AO had worked and the Chair was confident the AO and CFO would advise the Board if anything was needed.

The CFO responded that the project was almost complete and once the project was delivered and the schools had converted that was when additional support may be required to look at managing day to day finances and HR operations. The central team can deliver and get schools over the line then assess what additional work that would generate and what support would be required. In response MOC confirmed discussions had taken place about work that needed to be completed centrally, there was also issues the governing bodies would have to address and there needed to be an engagement with local governing boards about what needed to be done and what documents need completing. MOC clarified the Diocese do need to engage at all levels and suggested working closely with the CFO and AO at weekly meetings to monitor progress. The work following the conversion was an issue and the Our Lady & All Saints had capacity if help was required.

A Director highlighted the timing of the conversion in September was right and the MAC could now include the new schools into the budgets and finances. The Director suggested the CFO liaise with the Project Lead and this would give the

	<p>CFO the opportunity to think about what was needed. AM added it might be prudent for the CFO and AO to work with the Boards on the budgets.</p> <p>A Director sought clarification if all the documentation required would be received from the solicitors prior to 1.9.21? In response the AO agreed to refer back to the Solicitors and clarify what had been discussed but the solicitors had not seen any issues with the conversion taking place on 1.9.21. The AO confirmed that with regard to Brearley Nursery the AO would check with the solicitors this afternoon. The AO added there were great strengths within the MACs existing schools and in the schools joining the MAC and these could be used to support the conversion.</p> <p>MOC added that the issues experienced with the solicitors on previous occasions had been with regard to the engagement of the LA and the LA were key in this. The Chair sought confirmation whether the MAC had a named person at the LA the MAC and solicitors could liaise with? In response MOC confirmed this could be established from Our Lady and All Saints. The AO reported there was engagement with the LA already and the paperwork was ready to go.</p> <p>The Directors engaged in a discussion and agreed the team had done an excellent job. The Chair also acknowledged the comments made by the AO regarding the staff in the schools and the utilisation of experience. The Directors offered support to the AO and CFO if anything was required and the Directors thanked the AO and CFO for the due diligence. In response the AO sought authority from the Board to speak to the schools regarding the outcome of the meeting. The Board unanimously agreed this and the Chair confirmed a letter would be sent to all schools. ACTION: CHAIR</p>
STMEO006/060521	Staffing from September 2021 – Confidential Item not for publication
STMEO007/060521	Any Other Business None
STMEO008/060521	Date and time of future meetings: <ul style="list-style-type: none"> Thursday 10th June 2021 at 1.00pm
	Closing Prayer
	There being no further business the meeting was closed at 12.13

Chairs Signature:  Date: 27/9/2021

BOARD ACTIONS LOG 2020-2021

Minute	Detail	Comment	Recommendation
STMEO005/060521	Due Diligence	<i>The Chair highlighted that as a one form entry school St Chads other costs seemed large compared to the other schools.</i> In response MOC confirmed other costs were 29% at St Chads and 16% at the other schools. The CFO was requested to look at this. ACTION: CFO	New
STMEO005/060521	Due Diligence	The Directors engaged in a discussion and agreed that the team had done an excellent job. The Chair also acknowledged the comments made by the AO regarding the staff in the schools and the utilisation of experience. The Directors offered support to the AO and CFO if anything was needed and the Directors thanked the AO and CFO for the due diligence. In response the AO sought authority from the Board to speak to the schools regarding the outcome of the meeting. The Board unanimously agreed this and the Chair confirmed a letter would be sent to all schools. ACTION: CHAIR	New