



**Minutes of the St Teresa of Calcutta MAC Board Meeting held on
Thursday 12th October 2023 at 1.00pm at Archbishop Ilsley Catholic School**

Present: Frances McGarry, Foundation Director, Chair
Mary A Mills, Foundation Director (MM)
Mary Higgins, Foundation Director (MH) (*Attended Virtually*)
Sean Devlin, Foundation Director (SD) Vice Chair
Andrew Kennedy, Foundation Director (AK)
Susan Hughes, Co-Opted Director (SH)
Andrew Cullinane, Foundation Director (AC)
Christopher Price, Foundation Director (CP)

Apologies: David Whale, Co-Opted Director, (DW)

In Attendance: Professor Paul Ryan, CSEL
Collette Burge, CFO
Gerardine Lawson-Lotarew, Assist Governance Manager (GP)
Liz Walker, PA to the CSEL (LW)

Opening Prayer

STM001/121023 Election of Chair and Vice Chair - – Papers circulated prior to the meeting

The GP opened the meeting and briefed Directors on the process for the election of Chair and Vice Chair. In previous years the Board had taken verbal nominations for the positions of Chair and Vice Chair, but the GP advised that the Board could also undertake this process via nomination forms. The GP confirmed that for future elections the process for the election of Chair and Vice Chair would be tabled at the last meeting of the academic year 2023-2024 in preparation for 2024-2025.

The GP reported that nomination forms had circulated to Directors, and some had been returned to the GP. The GP sought clarification if those Directors who had not completed the nomination form wished to make verbal nominations. The Directors agreed and verbal nominations were made for the position of Chair. No new nominations were received, and the Board voted unanimously to elect FMG as Chair to which FMG agreed. The nomination forms returned to the GP had also nominated FMG. There being no questions it was

Resolved: FMG was elected as Chair until the first meeting of the academic year 2024-2025

Some nomination forms had been received for the position of Vice Chair, and verbal nominations were sought from the Directors for the position of Vice Chair. No new nominations were received, and the Board voted unanimously to elect SD as Chair to which SD agreed. The nomination forms returned to the GP had also nominated SD. There being no questions it was

Resolved: SD was elected as Vice Chair until the first meeting of the academic year 2024-2025

STM002/121023 Confirmation of Governance Professional

The Chair sought agreement from the Board for the continuation of the governance professional services from SIPS. There being no questions it was

***Resolved:** the Board approved the continuation of the SIPS governance professional service for the current academic year.*

STM003/121023 Welcome and Apologies/ Welcome to new Directors

The Chair welcomed all to the meeting, apologies had been received from DW and these were accepted. It was reported that MH would be joining the meeting virtually.

The Chair extended a warm welcome to the new foundation Directors AC and CP. The Chair acknowledged the Board was pleased to have achieved the skills base required with the addition of the new Directors. The Board currently had significant educational experience and the broader commercial experience was welcome. The Chair outlined the committee structure of the Board for the purposes of the new Directors. There being no questions it was

***Resolved:** AC and CP were formally welcomed and accepted onto the Board for a term of four years.*

STM004/121023 Declarations of Interest

No declarations were made.

STM005/121023 Urgent Additional Items

There were no urgent additional items, but the Chair indicated there were several items to be reported under Chairs actions.

STM006/121023 Review – Papers circulated prior to the meeting

Business and Pecuniary Interests (SIPS) – The forms had been circulated prior to the meeting and Directors were requested to complete these and return them to the GP for completion of the business interests’ matrix which would then be published on the MAC website. **ACTION: ALL**

Related Party Transactions – The forms had been circulated prior to the meeting and Directors were requested to complete these and return them to the GP. **ACTION: ALL**

Diversity Data – The GP confirmed this information could be completed via GovernorHub through Director’s personal profiles. From this information an anonymised report could be printed for the Board. **ACTION: ALL**

At this point in the meeting the Chair referred to the pay data that had previously been discussed and this had also been raised with HR when they had made their presentation to the Board. The Board had clarified it wanted regular monitoring of equality objectives and the Board needed to know what good looked like. This included average or median pay and the difference between the lowest and the highest paid staff. This request had been made twelve months ago. The Chair highlighted this was a gap in the HR service provided and the MAC needed a professional service and external scrutiny of this.

In response the CSEL reported a meeting had taken place with BCC HR and concerns about the service received were raised. The CSEL had provided BCC with a list of actions and advised BCC that the MAC would be making a decision about the continued gold membership in January 2024. The CSEL had been pursuing the data the Board had requested but this

would not be available until March 2024. The CSEL did have names of other potential HR/Payroll service providers and the tender process would be followed if and when required.

The Chair raised concerns about the delay to this information and sought clarification if there was anyone else who could provide the information for the MAC. In response the CSEL agreed to investigate this issue. **ACTION: CSEL**

Code of Conduct for Directors (CES) – The code of conduct had been circulated prior to the meeting and Directors were requested to complete this and return them to the GP. **ACTION: ALL**

Website Requirements – The statutory website requirements was circulated prior to the meeting and Directors were reminded of the requirements. CP agreed to regularly check the website for compliance and ease of access to relevant information. The CSEL reported that the website was currently being updated and welcomed CP’s support. **ACTION: CSEL/CP**

Skills Audit (CES) – The forms had been circulated prior to the meeting and Directors were requested to complete these and return them to the GP. **ACTION: ALL**

Trustee Contact Details (SIPS) – The forms had been circulated prior to the meeting and Directors were requested to complete these and return them to the GP. **ACTION: ALL**

Model Statement for Catholic Academies – The CSEL reported the annual governance statement would be included in the end of year reports. The Chair highlighted this would need to show what had been achieved in the schools over the last twelve months. The Chair suggested looking at what other MACS were doing. In response the CSEL confirmed this had been looked at and STOMAC were doing something similar.

Code of Conduct for LGBs (CES) - The Board was requested to approve the code of conduct for the LGB’s. There being no questions it was

Resolved: *the CES Code of Conduct for LGBS was approved.*

STM007/121023 Trust Board Membership, Delegations and Terms of Reference - Papers circulated prior to the meeting

The Chair enquired if AC and CP were interested in any specific areas of governance in terms of which committees they would wish to join. Directors discussed the issue, and it was agreed that AC and CP would join the Resources Committee and they may also attend the Standards Committee meetings. There being no questions it was

Resolved: *AC and CP to join the Resources Committee*

The Chair sought agreement if CP would take responsibility to look at the legal aspects of the MAC to which CP agreed. **ACTION: CP**

Review Membership – It was noted AC and CP had joined the Board as foundation directors and no other changes were reported.

Review Scheme of Delegation – The financial scheme of delegation had previously been approved at the Board meeting on 29th June 2023, therefore no further action was required.

Review committee structure and agree membership – It had been agreed previously in the meeting that CP and AC would join the Resources Committee. Following discussion, the committee membership was agreed as follows:

Resources Committee – MH, AK, CP, AC, DW and MM with the CSEL and CFO in attendance. The Chair would remain as MH. There being no questions it was

***Resolved:** the Resources Committee membership was approved*

Standards Committee - SD, SH, FMG and AK with the CSEL in attendance. The Chair would remain as SD. There being no questions it was

***Resolved:** the Standards Committee membership was approved*

Review special responsibility trustees – The special responsibilities were reviewed, and these were agreed as:

- Catholic Life – SD
- Digital Standards – SH/CP
- Finance – DW
- HR – MH/AC
- Pupil Premium – SH
- Safeguarding -MM
- Section 48 Inspections – SD
- SEND – MH
- Standards – FMG, AK
- Teaching & Learning – SH. ***MH joined the meeting at 13.29.***
- Legal / Compliance CP

Review Chair’s Action Function – This was reviewed, and no changes were made. There being no questions it was

***Resolved:** the Chairs action function was approved.*

STM008/121023 Chairs Urgent Actions

The Chair reported the following:

- Monitoring Visits from the Archdiocese and MAC response
- OFSTED and MAC response
- Board Self-Assessment
- Performance Management – Advisors for the CSEL performance management

A member enquired about the Termination Warning Notice, the MAC response and when a decision could be expected. In response the CSEL clarified this should be received within thirty days. The CSEL clarified that the expectations were the Regional Director would recognise the improvements that had been put in place. It was expected there would be a further inspection by the end of the year, or this could be later. The Chair clarified for the purposes of the new Directors what the expectations would be from the Department for Education Regions Group in terms of the MAC showing that the issues within the school had been effectively addressed.

The Chair thanked everyone who had worked on drafting the response particularly the Strategic School Improvement Lead.

A Director enquired when the OFSTED reports would be available from the recent inspections. In response the Chair confirmed these could not be shared until the moderation process had been completed. The OFSTED report was available for the school that had been discussed earlier. The CSEL's PA would circulate the letter and response referred to above.

The Chair confirmed the OFSTED report for Holy Souls Primary School had been published and was available. The Chair added that Holy Trinity School had undergone a full inspection, but this report was not available yet.

Directors engaged in a discussion about the OFSTED process in the schools and the specific experiences in each school and the outcomes. The discussion moved to the issue of expansion and the Chair confirmed the impact of a judgement in halting the planned of expansion until the MAC can demonstrate improvement at pace in anything that is less than good. However, the Chair acknowledged all the demanding work done by the schools and expressed thanks to the schools on behalf of the Board.

The CSEL in response highlighted that in all subsequent OFSTED had identified that the MAC was working with the schools and the community and governance was good including at local governing board level.

STM009/121023 Minutes of Previous Trust Board Meeting held on 29th June 2023 - Papers circulated prior to the meeting

The minutes from the meeting held on 29th June 2023 were reviewed and no amendments were made. It was

Resolved: the minutes were approved to be signed by the Chair and retained by the MAC

A Director enquired what progress had been made with the office accommodation upstairs at St Joseph's House. In response the CSEL reported there was currently no progress and the CSEL would let the Board know when there was any news. The CSEL added the MAC still needed to appoint to the SEND (Special Educational Needs and Disability) post. Additional desks could not be put into St Joseph's House to accommodate the additional posts as the rooms were currently used for counselling and the CFO was trying to resolve the issue with Canon Veasey. The CSEL added there may be another property available from March 2024 and the CFO was liaising with the Diocese. However, it may be necessary to apply for a change of use if this property was used.

Actions:

STM129/200423 CSEL Report – Cyber security training had been completed. **CLOSED**

STM132/200423 Equality Statement. **CARRY FORWARD**

STM147/290623 CSEL Report Governor Visits. **CLOSED**

STM147/290623 CSEL Report DSL (Designated Safeguarding Lead) training. **CLOSED**

STM147/290623 HR Policies. **CARRY FORWARD**

STM152/290623 Pay Policy – The Chair had spoken with MH and expressed thanks for the work done on the pay policy. However, there had been some issues with this that had previously been discussed and these had been deferred for further scrutiny. This was to be sent to the Chair of the Remuneration Committee to check against the BCC Model Pay Policy.

ACTION: CFO

The Chair highlighted there were still areas of concern with the Pay Policy and the Chair would itemise these by page number for information and action as appropriate. Following discussion,

it was agreed that SD and MH would look at the policy against the BCC model and check for any items missed. **ACTION: CHAIR/SD AND MH**

For clarification, the CFO confirmed the MAC pay policy had been checked against the BCC Model Pay Policy, but the BCC Model Pay Policy was for teacher's only and the MAC Pay Policy was for all staff. The Chair highlighted there were similar policies in other MACs so it may be possible to look at these for comparison.

MH highlighted that the BCC Pay Policy had remained unchanged for several years and the policy the MAC was establishing fitted entirely with the BCC model. MH had not seen any areas of concern and believed for the most part the MAC pay policy was fit for Head Teachers, teachers, and support staff, however there may be some things to look at in relation to the CSEL post.

A Director noted the original concern with the policy had been the awarding of spot points. In response the Chair confirmed this had been corrected. It was the additional responsibilities in the MAC policy that was not included in the BCC policy and whether the MAC had time to undertake these operational responsibilities.

AC offered to look at the MAC policy with SD and MH. The Chair thanked AC and requested that a deadline was set for the completion of this, and suggested this should be completed by the autumn half term. The Chair acknowledged the work done by the CFO and thanked the CFO.

STM010/121023 CSEL/CEO Report - Papers circulated prior to the meeting

From the report circulated the CSEL highlighted the following:

- Directors were referred to page 5 of the report and the CSEL highlighted the summer works that had been carried out in the MAC schools.
- Referring to page 6 the CSEL reported in April 2023, Happy Giraffe were tasked with rebranding the MAC and creating new websites for Archbishop Ilsley, St Josephs and the MAC with a view to eventually rolling this out to all schools to create a modern and cohesive look and feel to the school and MAC sites. The existing MAC logo had several issues including lack of scalability and not accessible for the visually impaired. HG had carried out desktop research and developed a new logo which was contained within the appendix to the CSEL report.
- The CSEL reported Ben Taylor the Strategic School Improvement Lead had now started fulltime with the MAC from 1.9.2023.

A Director enquired about RAAC (Reinforced Autoclaved Aerated Concrete) and inspections. In response the CFO confirmed that Holy Souls Primary School had previously had an inspection and all schools had now been inspected and there was no RAAC. The cost of the inspections had been met by the MAC.

Directors discussed whether the DfE would fund inspections and it was confirmed that there was no financial benefit to this following the inspections already undertaken.

- The CSEL referred to page 6 Primary School Data and confirmed the SSIL was working on this to show trends over time, how schools compare to national and local data and how the MAC was performing overall. The SSIL had suggested school leaders share this data report with local governing bodies. The CSEL confirmed the SSIL was now working on secondary data including priorities. The information would be provided for the MAC Standards Committee and actions would feature in the CSEL report in the

tracker. The CSEL sought clarification if Directors felt the information was comprehensive enough. In response a director acknowledged it was good.

- The CSEL reported a meeting with the BDES in relation to transitioning the next six schools which would be by December 2024. In response the Chair reiterated the requirements of the Regions Group regarding system wide school improvement, at pace, as a necessary condition for any future expansion. CSEL reported the sub strategy would be tabled at the Standards Committee. The Chair requested this was integrated into the overall strategic plan so this could be seen on the MAC website as one plan. The Chair acknowledged all the promising work that had already taken place.

A Director reported that they had attended the CST (Confederation of School Trusts) conference recently and there were two key points that needed to be included in the MAC strategy. These were special needs and understanding that post pandemic there was a greater need of children with SEN, and this was set to increase. Many teachers in schools did not have the knowledge and understanding of how to teach children with SEN. The most skilled teachers needed to be with SEN children and support staff should not be used for this. This issue would affect overall outcomes and school improvement needed to focus on this. It was highlighted that the government would be looking for MATS of between 15-25 schools to be economically viable. So where was the MAC with SEN? In response the CSEL reported the MAC was putting in place job description and person specification for a strategic SEN post and the MAC was also looking at SEND across the MAC and how the MAC supports speech and language.

The Director enquired if SENCOs were part of SLT in schools? In response the CSEL confirmed they were in MAC schools. The CSEL added that in terms of the expansion of the MAC this would be 17 schools and the Diocese were looking for at least 20.

The Chair expressed thanks to the central team for the work done and the Board were aware it would be at least twelve months before any more schools joined. Due diligence would commence after the meeting on Tuesday with a view that further schools would join the MAC by December 2024. In response the CSEL confirmed the BDES were meeting the DfE and pushing due diligence to start the process of bringing the schools in.

The Chair enquired regarding financial capacity to support expansion. In response the CSEL confirmed the MAC could afford this. The Chair suggested the MAC needed the grant for the conversion before, committing expenditure on the process of onboarding the schools. The Chair appreciated the need for expansion and our responsibility to be assured of receiving the grants to support the process.

The Chair recognised that due to the delay in the planned expansion, the appointment of a COO (Chief Operating Officers) had to be postponed. The premises and policy work currently undertaken by the CFO was acknowledged. The Chair requested that the Resources Committee look at some of the implications and have a strategic overview of the processes that would be slowed down because of this post not being filled and any subsequent implications for the CFO. **ACTION: RESOURCES COMMITTEE**

The Chair thanked the CSEL for keeping those prospective schools on board. There being no further questions it was

Resolved: the CSEL/CEO Report was presented and accepted by the Board

STM011/121023 Environmental Sustainability - *Papers circulated prior to the meeting*

The CSEL reported there was no expectation that MACS and single academies needed to adopt this, but it was inevitable the MAC would have to respond by 2025. Within their strategy the DfE stated that by 2025 all education settings would have a climate action plan in place outlining how schools would incorporate environmental sustainability within their curricular and extra-curricular activity, procurement, adaptation, and decarbonisation plans. To facilitate the plan, they expect every school to nominate a sustainability lead who would receive carbon literacy training. The CSEL confirmed a template for this would be produced by December 2024.

The Chair noted the document produced by the NGA, was a comprehensive framework for guidance as the MAC develops its strategy and outlines its plans. The four could be incorporated in each of the strategic pillars. With our celebration of creation, there are many examples of excellent work within our schools and community groups. This would require further discussion with the Head Teachers to highlight our ethos and values. It was suggested to also include the work being done with CAFOD. There being no further questions it was

Resolved: *the Board accepted the environmental strategy. CP left the meeting at 14.57*

STM012/121023 Trust Board Self Evaluation – *Verbal Update.*

The Chair reported that the Board had previously circulated the CST version of the self-evaluation and the GP had also circulated the CES version so the Board could see what the catholic elements were that are not included in the CST version. The skills gaps recognised as a priority were now successfully addressed with the recruitment and induction of two new members. Work on an updated self-evaluation is in progress and a draft will be circulated. It was agreed that a current priority was to establish systems for regular communication and feedback from Local Governors. Informal contact with Chairs of Local Governor Bodies, confirmed that a termly meeting, to be held with the CSEL, Chair and other Directors if available.

A Director highlighted that the local governing boards complete a self-evaluation. The Chair clarified the MAC had done the CST one and this would be followed by an external review.

STM013/121023 Admission Arrangements - *Papers circulated prior to the meeting for information purposes.*

The Chair confirmed that LW was the main contact for admissions and the GP ensures that this item is included on the agendas.

STM014/121023 Review Policies - *Papers circulated prior to the meeting*

KCSIE 2023 and Declaration – The Chair requested that Directors read KCSIE 2023 and sign the declaration which should be returned to the GP. The GP informed Directors they could make the declaration electronically through their personal profile on GovernorHub under Declarations. A Director advised the Board that the changes to the document could be seen on the NSPCC website.

Whistleblowing Policy – The Whistleblowing Policy was presented and there being no questions it was

Resolved: *the Whistleblowing Policy was approved.*

Virtual. Attendance Policy – The Virtual Attendance Policy was presented and there being no questions it was

Resolved: *the Virtual Attendance Policy was approved.*

Safeguarding Policy – The Safeguarding Policy was presented and there being no questions it was

Resolved: *the Safeguarding Policy was approved and was to be added to the LGB agendas for information*

STM015/121023 Any Other Business

BFR (Budget Forecast Return) Approval – The CFO reported the BFR had been submitted in June 2023. There had been a lot of uncertainty in the forecast and 2023-2025 and 2025-2026 were submitted on 25.8.2023. The assumptions are there, checked with the SRMIA advisor. All schools were showing an in-year surplus. 2024-2025 showed some schools going into deficit due to falling rolls and current staffing. If rolls continued to fall this would have an impact. The CSEL reported that in view of this fixed term appointments were being made to compensate for this.

The CFO added that Holy Souls Primary School had dropped to a one form entry so fixed term contracts had been issued.

The Chair enquired if there were any opportunities for redeployment within the MAC?

In response the CSEL confirmed the staffing levels were within the national benchmark currently. As soon as a vacancy within the MAC became available it was sent internally to staff.

The CFO reported the DfE had miscalculated the forecast for 2023-2025 assuming 2.5% in GAG but the CFO believed this would not affect the MAC.

The CSEL referred to an employment tribunal case that was due to commence and confirmed this would be possibly in the first week of November. The legal representation had been appointed by Birmingham City Council and costs covered by the MAC insurance. A Director highlighted there would be preparatory work involved and support would be required for individuals giving evidence.

Monitoring Visit BDES – The Chair had raised this under the Chair’s actions and reported the BDES monitoring visit had been completed some time ago and the outcome letter had been received. LW would send this to Directors. The Chair suggested this could be used by the committees to set the agendas for future meetings. **ACTION: LW**

Performance Management – The Chair highlighted that apart from the CSEL all performance management was carried out in schools and the MAC was responsible for the CSEL. The external adviser was R Maguire and the Chair and SD had met them and met separately with the CSEL. The interim review had been completed in August. The Chair confirmed the performance management cycle for the CSEL was January to December and the end of year review would take place in December 2023.

The CSEL reported all the direct reports to the CSEL had now completed the performance management process. **A Director enquired who was the school improvement advisor used for this?** The CSEL confirmed this was Neil Clarke, but this would be the last time Neil Clarke would be used as future performance management would be undertaken by the local

governing body Chair, the CSEL and the Strategic School Improvement Lead Ben Taylor would complete these.

STM016/121023 Date and Time of next meeting

- The next meeting would be held on Thursday 7th December 2023 at 1.00pm.

There being no further business for discussion the meeting closed at 15.35.

Closing Prayer

Chairs Signature: **Date:**

BOARD ACTIONS LOG 2023-2024

Minute	Detail	Item	Progress	Lead	Status
STM132/200423	Equality Statement	The CSEL referred to the gender pay gaps and agreed this would be tabled at the next Board meeting.	This was discussed on 12.10.2023 and actions agreed for the CSEL to pursue.	CSEL	Carry Forward
STM147/290623	CSEL Report HR Policies	<i>The Chair raised the issue of the MAC HR policies, the escalation process within these and the ability of the MAC to manage these when the MAC expands.</i> In response the CSEL clarified that all policies were fit for purpose, but these would be reviewed in relation to the escalation process.		CSEL	Carry Forward
STM152/290623	Policies	<p>Pay Policy 2023 – It was highlighted that there was a discrepancy with the spot point salaries when strategic leads should be on a pay scale. This would require amending. It was therefore agreed to defer the approval of the Pay Policy until the changes had been made.</p> <p>In addition, the Chair requested a named person in HR who approves salary changes to be able to provide a written statement to confirm what the Board can do. This statement should be included in the Pay Policy to confirm the salary had been reviewed and approved.</p>		CSEL CSEL	Carry Forward Carry Forward
STM006/121023	Review	<p>Business and Pecuniary Interests (SIPS) – The forms had been circulated prior to the meeting and Directors were requested to complete these and return them to the GP for completion of the business interests’ matrix which would then be published on the MAC website.</p> <p>Related Party Transactions – The forms had been circulated prior to the meeting and Directors were requested to complete these and return them to the GP.</p> <p>Diversity Data – The GP confirmed this information could be completed via GovernorHub through Director’s personal profiles. From this information an anonymised report could be printed for the Board.</p> <p>Pay data – Provision of data.</p>		ALL ALL ALL CSEL	New New New New

		<p>Code of Conduct for Directors (CES) – The code of conduct had been circulated prior to the meeting and Directors were requested to complete this and return them to the GP.</p> <p>Website requirements – The statutory website requirements was circulated prior to the meeting and Directors were reminded of the requirements. CP agreed to undertake a review of the websites across the MAC. In response the CSEL confirmed this was being done but the CSEL welcomed CP's support with this.</p> <p>Skills audit (CES) – The forms had been circulated prior to the meeting and Directors were requested to complete these and return them to the GP.</p> <p>Trustee contact details (SIPS) – The forms had been circulated prior to the meeting and Directors were requested to complete these and return them to the GP.</p>		<p>ALL</p> <p>CSEL/CP</p> <p>ALL</p> <p>ALL</p>	<p>New</p> <p>New</p> <p>New</p> <p>New</p>
STM009/121023	Minutes 29.06.2023	<p>STM152/290623 Pay Policy – The Chair had spoken with MH and expressed thanks for the work done on the pay policy. However, there had been some issues previously discussed that had been deferred for further scrutiny. This was to be sent to the Chair of the Remuneration Committee to check against the BCC Model Pay Policy.</p> <p>The Chair highlighted that there were still several areas of concern with the Pay Policy and the Chair would itemise these by page number for information and action as appropriate. Following discussion, it was agreed that SD and MH would look at the policy against the BCC model and check for any items missed.</p>		<p>CFO/MH</p> <p>CHAIR/SD/MH</p>	<p>New</p> <p>New</p>
STM010/121023	CSEL Report	The Chair highlighted that this was a lot of work for the CFO and some of this would have been undertaken by the premises lead if that position had been filled. Could the Resources Committee look at some of the premise's implications and have a strategic overview of the processes that would be slowed down because of this position not being filled and any subsequent implications for the CFO.		RESOURCES COMMITTEE	New
STM015/121023	AOB	Monitoring Visit BDES – The Chair had raised this under the Chair's actions and reported the BDES monitoring visit had been completed some time ago and the outcome letter had been received. LW would send this to Directors.		LW	New

