



Minutes

Full Board of Directors Meeting

Time and date		Place	
05 th January 2017 at 19:00pm		St Thomas More School & Sixth Form	
Present		Apologies	
Jim Foley (JF)	Chair – Foundation Director		
Fr Simon Hall (FS)	Vice-Chair		
Kevin Dunnion (KDu)	Foundation Director		
John Martin (JM)	Foundation Director		
Avril Staley (AS)	Foundation Director		
Tom Temple (TT)	Foundation Director		
Vacancy	Foundation Director		
Vacancy	Foundation Director		
Fran Hickey (FH)	Principal Director		
Sinead Smith (SS)	Principal Director		
Leo Burton (LB)	Staff Director		
Claire Wright (CW)	Staff Director		
Vacancy	Parent Director		
Vacancy	Parent Director		
Katy Dunnion (KD)	MAC Partnership Manager		
Tim Lloyd (TL)	MAC Business Manager		
Julie Sewell (JS)	Observer		

Agenda Item 1 – Opening Prayer	Actions
<ul style="list-style-type: none"> JF welcomed everyone to the meeting, and wished them a Happy New Year. JF welcomed Julie Sewell to the meeting, Julie is a parent from Our Lady and St Joseph Catholic Academy, who has been asked to attend the meeting as an observer. FS opened the meeting with a prayer. 	
Agenda Item 2 – Apologies	
<ul style="list-style-type: none"> None 	
Agenda Item 3 – Declaration of Interests	
<ul style="list-style-type: none"> JF declared as an interest his work with St Thomas More School 	
Agenda Item 4 – Matters Arising from the previous minutes	
<ul style="list-style-type: none"> Item 16 – DES recommendations on the future of MACs. LB asked if the meetings noted in the minutes with Trinity and St Peters in Leamington have happened? JF confirmed that FH had met with the Headteacher from Trinity, and himself and SS had met with the Headteacher from St Peters in Leamington. They were in agreement that the pairing was not a suitable match. They were going to feedback to the DES, as 	

<p>have we.</p> <ul style="list-style-type: none"> Minutes confirmed. 	
Agenda Item 5 – Election of Chair	
<ul style="list-style-type: none"> KD asked the Board if there were any nominations for the position of Chair of The Holy Spirit Multi Academy Company? SS nominated Jim Foley. JM seconded the nomination. KD asked if there were any other nominations? There were no further nominations. KD asked by a show of hands, who is in support of Jim Foley as Chair? All nine Directors present, raised their hands in agreement. KD confirmed that Jim Foley was elected as Chair of The Holy Spirit Catholic Multi Academy Company. JF was congratulated by the rest of the Board. 	
Agenda Item 6 – Update from the MAC Partnership Manager	
<ul style="list-style-type: none"> KD shared a brief account of her role since the last meeting. Following the first round of committee meetings in the Autumn Term things started to get a lot busier with actions from the core committees. The committees are working well, and there seems to be momentum building and this is translating into positive actions, which is evident by good work coming from the committees. KD believes the house keeping elements of the MAC admin are under control, such as Directors details with the Companies House and Edubase are up to date, pecuniary interest are on the website. Policies are still an area she is working on and is slowly coming along. KD continues to be involved with high level HR issues that may occur at any of the schools, and commented that we continued to have good support from Irwin Mitchell. The first edition of 'Spirit' the newsletter for the MAC was sent out in December, KD informed the Board that feedback has been really positive and the newsletters will be sent out termly. Also the new logo has received positive feedback. Looking forward to this term – policies will be high on the agenda. Another edition of Spirit will be published before Easter. As well as continuing to work with each committee, on different areas of development for the MAC. Any questions: No JF thanked KD for her update, and for her contribution to the MAC. 	
Agenda Item 7 – Update from the MAC Business Manager	
<ul style="list-style-type: none"> TL updated the Board on his role. TL commented that the audit has been a very time consuming process. The capital bid for all schools was submitted for £1.4m. The bid is for roofing work to all schools (except for St Anne's as, as although their roof is in need of some repair it wasn't deemed to be sufficient for CIF bid) and a heating project at STM to update some of the old convention heaters. The consultant that worked with Tim on the bids has a 90% success rate. The outcome of the bid will be known by the end of March. All work will need to be carried out in July/August 2017, and in preparation the consultant has already started the process of drawing up the tender documents. TL is still pushing the Diocese to use the Academies Insurances by the Government Treasury, however this needs to be actioned swiftly as our Public Liability Insurance is due for renewal on 1st March and Building Insurance is due on 1st April 2017. By accessing the Academies Insurance the MAC could save approx. £50k. TL meets with WCC Finance once per term and produces the finance budgets and projections for each school. TL would like one single report for the MAC, and this is being looked into by an external provider via WCC Finance. WCC are also changing some ledger codes for STM as they do not match the Primary Schools. Questions: KD asked if we pay the consultant for the CIF bids? TL replied that the 	

consultant gets 9% from the EFA, and they are automatically awarded the project if the bid is successful. KD asked if all the primaries have the same ledgers codes? TL yes they do.	
Agenda Item 8 – Confirmation of Core Committees Terms of Reference	
<ul style="list-style-type: none"> JF confirmed that everyone had received the Terms of Reference sent as a hard copy to each Director in October/November. JF asked if the Board were happy to accept the Terms of Reference. All Directors were in agreement and accepted the Terms of Reference. 	
Agenda Item 9 – Update: Principals Committee	
<ul style="list-style-type: none"> SS talked through the most recent Committee of Principals Meetings. Pupil Premium was discussed. St Francis felt they were in need of a pupil premium review, SS commented that herself and CW are fully commissioned to be able to support a pupil premium review. The Principals training with Margaret Buck was very successful, and Margaret is providing further training resources for FH and SS to use within schools for Senior Leadership Teams. Prior to the Principals presentations to the Standards Committee, Principals had the opportunity to share specific aspects or areas of concern of their presentations at one of the Principals meetings. This is encouraging peer to peer support across the committee. The Standards Committee have since met and feedback on the presentations will be given at the next Principals meeting. Recruitment was the focus for January meeting. Networking groups for the MAC have been re-established in the following areas: <ul style="list-style-type: none"> English Maths RE SENCO Learning Mentors Early Years Business Managers Any questions: No 	
Agenda Item 10 – Update: Mission Committee	
<ul style="list-style-type: none"> FS updated the Board and gave a verbal feedback of the meeting. A MAC Communication Plan was discussed and agreed to support one of the MAC priorities to 'improve communication and establish effective working systems'. The committee then looked at policies. The committee accepted and ratified: <ul style="list-style-type: none"> School behaviour & Anti Bullying Policy Sex and Relationship Policy The committee agreed the Communication Policy needed further work before the policy could be ratified, and it should be aligned with the Staff Code of Conduct. An action from the committee was to commission a skills matrix of all staff, to support recruitment and succession planning (AS). During the Autumn Term the committee had been looking at the MAC vision, mission statements and a strapline. Based on The Creed FS suggested our aims should be: <ul style="list-style-type: none"> To be One. To be Holy. To be Catholic. To be Apostolic. The strapline for the mission statement will be: <ul style="list-style-type: none"> 'With grace and humility, glorify the Lord by your Life' FS also commented that now the vision and mission have been agreed, it would be good to share these with all LACs. It was suggested to arrange an evening soiree and invite all Principals and LAC members, to share the vision and mission, and again, helping to improve communication with the LAC's and greater unity across the MAC. Any questions: No 	AS
Agenda Item 11 – Update: Standards Committee	

<ul style="list-style-type: none"> • TT updated the committee and gave a verbal commentary of the meeting. • TT thanked KD for completing the minutes so thoroughly. • The meeting included presentations from each school. Principals, LAC representatives and Vice/Assistant Principals went through a 20 minute presentation, with 10 minutes for any questions. • Questions: • A question was raised regarding if the minutes from the Standards Committee should be published? KD to seek advice and confirm. • LB asked about the VAT bill raised from St Benedict's LAC. SS confirmed it was not a VAT bill it was an overspend on an LCVAP project pre-Sara Chapman's appointment as Principal. KD commented that questions do need to be asked about the management of the project; however the money will need to be paid as it is owed to the Diocese not an individual contractor. • A CONFIDENTIAL item was included in this discussion. Recorded within the confidential minutes. 	<p style="text-align: center;">KD</p>
Agenda Item 12 – Update: Strategy Committee	
<ul style="list-style-type: none"> • JF updated the Board on the MAC Recruitment Plan. St Anne's and St Francis are both considering their leadership teams and structure. It has been requested that all leadership recruitment (Principals, Vice-Principals, and Assistant Principals) is to go through the Board, not just the LAC. The Diocese prefer the Principal, Vice-Principal, and Assistant Principal leadership structure, to the Principal and two Assistant Principals model. • As shared through the Mission Committee, AS is to conduct the skills matrix, to feed into both the Mission and the Strategy Committee. • SS and CW are to work on a staff audit, an opportunity for staff to share their aspirations. • The committee ratified three CES HR Policies: <ul style="list-style-type: none"> ○ The Capability Policy and Procedure ○ The Grievance Resolution Policy and Procedure ○ The Disciplinary Policy and Procedure • Discussion about the MAC Strategy – to be discussed with agenda item 17. • Any questions: No 	
Agenda Item 13 – Update: Finance Committee	
<ul style="list-style-type: none"> • JM gave a brief summary of the meeting as all Directors apart from FS had also attended the Finance Committee meeting. • Other than the Directors Report and Year End Accounts which will be shared in agenda item 14, during the meeting TL gave a summary of the budgets for each school. JM reported that the low pupil numbers at the Sixth Form are going to impact the STM budget 2017/18 budget. FH, TL, JM and the LAC are working closely on an initiative to try and reduce this by looking at staffing, curriculum, and timetabling. • Any questions: No 	
Agenda Item 14 – Directors Report & Year End Accounts	
<ul style="list-style-type: none"> • From the Finance Committee JM informed the Board that the Directors Report and Year End Accounts should have been presented to the Board of Directors, signed off and submitted to the EFA before 31st December. However, in the final week of term (week commencing 12th December 2016) it became apparent that this was not going to be possible for two reasons; firstly, the Director's Report was incomplete and secondly it later transpired that the audited accounts were not finalised by from Moore Stephens. An informal meeting was held with Nick Simkins (Moore Stephens) on 15th December 2016 where Moore Stephens accepted full responsibility for the accounts not being ready. Nick shared that Moore Stephens had outsourced the accounts to one of their partner companies Entrust. However Entrust have failed to complete the accounts within the given timeframe. 	

<ul style="list-style-type: none"> • Since the start of January a lot of activity has been taking place by Entrust, Moore Stephens, TL and KD to ensure the Directors Report and Year End Accounts are agreed and submitted to the EFA by 20th January. • An Extraordinary Board Meeting is confirmed for Tuesday 17th January at 5pm for the Director Report and Year End Accounts to be presented and signed off. To ensure the meeting is quorate it is essential that apologies are known well in advance. All except AS and FS confirmed they would be able to attend. • TL to speak to the accountants and confirm the meeting with them. 	<p style="text-align: center;">TL</p>
Agenda Item 15 – Update: Audit Committee	
<ul style="list-style-type: none"> • KDu confirmed the Audit Committee did not meet separately as on this occasion they joined with the Finance Committee as the Directors Report and Year End Accounts would be the main agenda item for both committees at this time. • KDu suggested that moving forward there were two proposals he intends to raise with the Audit Committee: <ul style="list-style-type: none"> ○ Firstly to run a ‘health check’ of the MAC against the EFA Handbook to ensure everything that we should be doing is being done. ○ Secondly from the terms of reference the Audit Committee should have a sound understanding of the financial systems and controls. There needs to be some discussions and investigation around the events that have led to the current situation of the Directors Report and Year End Accounts not being submitted on time. • JF thanks KDu and welcomed the two suggested action points. 	
Agenda Item 16 – Directors’ Travelling Expenses	
<ul style="list-style-type: none"> • KD shared the proposed Directors’ Travelling Expenses. • The principles of the Directors’ travelling expenses were discussed. All agreed that in order to secure Directors with the skills and experience needed the MAC need to consider casting the net more widely, and that Directors shouldn’t be out of pocket for their travelling expenses. • KD asked the Directors to vote to agree the policy. JF and JM did not vote as they could possibly be recipients if the policy was passed. The remaining eight Directors agreed to accept the policy with retrospective claims for the Autumn term 2016. • It was agreed that the MAC Business Manager to sign off the claim forms to a set limit of £450 after which it needs to go to either the Chair of the Finance Committee or the Accounting Officer. 	
Agenda Item 17 - DES Recommendations on the Future of MACs	
<ul style="list-style-type: none"> • JF updated the Board on the recommendations from the DES for the potential growth of the MAC that had been shared at the previous Board of Directors meeting on 20th October 2016. • JF shared that there has been a lot of reaction across the Diocese. There has been major intervention of the NAHT, acting on behalf of the Birmingham Catholic Partnership who are not pro-MACs and have engaged their union. Their union has been very direct with the DES and shared their discontent. • The DES hasn’t said anything official since October 2016. • JF said that currently, for the MAC we are looking for natural partners, for example Cardinal Newman is only 7 miles away by road. • The Government have retracted their statement that ‘every schools will be required to be a MAC’, it is now not compulsory. • TT how will schools that do not convert to academies be funded? • JF in the financial climate, nationally education finances are bleak. • Finance is an area of concern for any school considering converting. TL added with regard to the support staff pension deficit, the DFE offered a guarantee that the state will pick up the deficit. WCC are working on the authority of this guarantee, and therefore are keeping contributions a reasonable level. However this is specific to each scheme. For schools in Coventry if they converted to an academy, they can’t avoid the pension deficit as their pension deficit would stay in the West Midlands, therefore 	

<p>needing to repay a substantial amount of the deficit upon conversion.</p> <ul style="list-style-type: none"> • SS asked JF if Secondary Schools in Birmingham that have been Academies for some time, are they worse off being an academy? JF if the National Fair Funding Agreement is implemented, for a lot of the schools it's grim. • JF with regard to capital funding following Sir David Carter speech with LAs diminishing, MAC/MATs are the future. Although the current threshold is 3000 pupils to automatically qualify for capital funding, it is expected that this will rise to 5000. Nb. Capital funding is currently £115 per pupil, therefore with 3000 pupils this equates to £345k, and 5000 pupils this would be £575k of automatic funding. • JF, SS and FH have a meeting planned with the DES, along with the Headteachers from two of the Leamington schools that were suggested as possible partners to join the MAC. This meeting is to openly share that the suggested pairing is not a viable option for either North Warwickshire (the MAC) or South Warwickshire (the Leamington/Warwick schools). JF to report back at the next meeting. 	
Agenda Item 18 – Board Vacancies	
<ul style="list-style-type: none"> • JF discussed the four vacancies we currently have on the Board of Directors. JF is keen to get the Board of Directors up to full strength. • KD to look to advertise for the Parent Directors. 	
Agenda Item 19 - Policies to be ratified (if required)	
<ul style="list-style-type: none"> • None 	
Agenda Item 20 – Decision Required (if required)	
<ul style="list-style-type: none"> • None 	
Agenda Item 21 – Any other business	
<ul style="list-style-type: none"> • SS following the amalgamation of Our Lady's and St Joseph's the new LAC for Our Lady and St Joseph Catholic Academy are proposing to create a new logo for the school, and re-brand with new uniforms etc and asked for this to be delegated to the LAC. All Directors agreed to delegate this to the LAC at Our Lady and St Joseph. • FS offered a word of thanks to all Directors for their time and the tremendous efforts that everyone makes for Catholic Education. 	

JF thanked everyone for attending and declared the meeting closed at 9:00pm

The minutes are agreed to be an accurate depiction of The Holy Spirit Catholic MAC – Board of Director's meeting held on Thursday 05th January 2017.

Signed: 

Print Name: Mr Jim Foley

Position: Chair of the Board

Date: 23/01/2017