Minutes

Full Board of Directors Meeting

Time and date		**Place**	
16th February 2017 at 19:00pm		St Thomas More School & Sixth Form	
Present		**Apologies**	
Jim Foley (JF)	Chair – Foundation Director	Avril Staley (AS)	Foundation Director
Kevin Dunnion (KDu)	Foundation Director	Fr Simon Hall (FS)	Vice-Chair
John Martin (JM)	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**
• JF welcomed everyone to the meeting and opened the meeting with a prayer.	
Agenda Item 2 – Apologies	
• AS and FS both sent their apologies.	
Agenda Item 3 – Declaration of Interests	
• JF declared as an interest his work with St Thomas More School.	
Agenda Item 4 – Matters Arising from the previous minutes	
• JF shared the Addendum to the Agreement for the Provision of Professional Advice and Support Service for his work with St Thomas More School. For complete clarity JF wished to share this document with the board and discussed the focus of his work for this additional period. • JF asked if there were any questions regarding this: None • Full board meeting minutes - 5th January 2017 minutes confirmed. • Matters arising from full board meeting 5th January minutes – none • Extraordinary full board meeting minutes – 17th January 2017 minutes confirmed. • Matters arising from full board meeting 17th January minutes – none	

Agenda Item 5 – Update from the MAC Partnership Manager	
• KD shared a brief account of her role since the last meeting. • The main focus at the start of the term was pulling together all the information needed for the directors report to accompany the Year End Accounts. • Following this KD requested access to Corporate Online – which is the Lloyds Bank online platform to access all the MAC accounts. During this process, it was discovered the original set up of Corporate Online was incorrect, as each school had set up Corporate Online individually generating a site ID for each school, instead of the MAC setting up one single site ID and all schools sitting under this one site ID. • Corrective action has now been drawn up, and KD is working with Lloyds and the business managers to get all staff setup on the MAC site ID and agreed a date with the business managers when their current site IDs will close, and they will transfer over to the MAC site ID. • Following this KD liaised with JF and FH to ensure the bank mandates reflected Corporate Online access and provided sufficient internal financial control with segregation of duties and additional signatories to cover periods of absence. • KD also attended the business manager's network meeting, where the business managers shared their experience of the recent audit with Moore Stephens and Entrust. The business managers reported that their experience at operational level had been difficult, with the process lasting from September 2016 to January 2017. Following the meeting KD raised these concerns with JF, where JF agreed for KD to hold exploratory talks with alternative accountants. • KD has since met with three different accountants - to be discussed further under agenda item 12. • Any questions: No • TT thanked KD for the work she has undertaken.	
Agenda Item 6 – Update from the MAC Business Manager	
• TL updated the board on his role since the last meeting. • The DES has confirmed that all academies can now use the governments RPA Insurance and all schools within the MAC are in the process of setting this up. This will save approx. £52k across the MAC. • TL has been working with Moore Stephens to complete the Annual Accounts Return (AAR) which should have been submitted to the EFA by 31st January. The AAR is all ready to go however due to technical issues with the EFA's web portal this hasn't been submitted yet. The EFA have acknowledged the problems with the portal and have extended the deadline to 28th February. This is a nationwide problem not just specific to The Holy Spirit MAC. • KDu asked if we'd heard anything about the Capital Improvement Fund (CIF) bids for the roofing work? TL no the next communication will be the decision which should be known by the end of March 2017. • In September 2016 TL discovered that the schools across the MAC were individually submitting their VAT126 claims, however this should have been done centrally through the MAC. A process is now in place for the schools to send their VAT126 forms to TL and a single submission will be made. The first of these has now been submitted to HMRC backdated to September 2016. Going forward schools to send their VAT126 forms to TL monthly. • KD asked if this was affecting cash flow for any of the schools? TL doesn't believe so. • Any questions: No • TL left the meeting.	
Agenda Item 7 – Update: Principals Committee	
• SS informed the board that the principals have met twice since the last board meeting and that she would report on the headlines from these two meetings. • A full Year 2 moderation is being organised by SS to ensure consistency across the MAC.	

• Following the principals presentations to the Standards Committee, JF sent a letter to all principals with areas of strength and areas for development noted from the presentations. This letter was well received by principals. • Principals have been looking at their staffing structure and intend to align their future staffing structure with the responses from the staff surveys to form the MAC succession plan. • There has been a pro-active approach to recruitment, SS liaised with Newman University to try and recruit some 'good' Catholic NQT's early in the academic year with interviews taking place this week. • Principals discussed if they would be open to changing the school name from 'school' to 'academy'. All primaries have agreed and this was reported back to the Strategy Committee. The Strategy Committee is going to look into possible designs and see how this could work, without causing major changes. Strategy Committee to investigate and report back to the Committee of Principals. • Four principals supported JF's letter to Fr Jonathan wishing to discuss with the DES the impending 'financial crisis' within education. (This letter was circulated to the board on 12/01/2017) • On 5th September 2017 there will be a whole MAC training day for all staff, LACs and directors. It will be led by the Educational Psychologist – further details will follow later in the year. • All schools have agreed to have a visitor management system, InVentry installed over the summer holidays. This is a touchscreen system that records all staff and visitors. It will tidy reception areas and has features such as eye recognition for regular visitors, and for directors and central MAC staff individuals will only need to have one ID badge to access all sites. • All schools are to be cashless by September 2017. SIMS Agora is being used by all the primary schools with parents being able to pay online for dinner money and trips etc. The schools are in the process of setting up Agora this term, with the intention from September they will all be cashless. • All the primary schools are using Educator to input and analyse their data. • STM are offering secondary subject specialism teachers to all the primary schools from September – in science, PE, languages and possibly technology. • The new meeting network notifications forms are working well. This process allows the curriculum networks to report to the principals and the Committee of Principals can escalated these further if needs be and for the principals committee to raise items with the core committees. • Confirmation of preferred leadership structures within the schools was taken to the Strategy Committee as well as a request for confirmation of action required with pupil absences and consistency of practice across the MAC. • Training for LAC members was discussed with the possibility of arranging a MAC training session for all LAC members. • Leadership training for Principals was discussed. • Any questions: LB with regard to recruitment why do OL&ST need seven teachers? SS there have been a lot of leavers, with three leaving post September 2016. They are intending to over staff from September 2017 if suitable candidates are available. • JF asked about the LAC member training? SS suggested we could run this internally. Margaret Buck had suggested previously that we could modify the principal's leadership training from November and organise this ourselves.	
Agenda Item 8 – Update: Mission Committee	
• The Mission Committee meeting was cancelled any agenda items were passed to the Strategy Committee.	
Agenda Item 9 – Update: Standards Committee	
• TT informed the board that the majority of the meeting was feedback from Sheila Dentith (School Improvement Partner) on her recent SIP visits to all schools. TT shared with directors highlights from Sheila Dentith's verbal feedback to the Standards Committee.	

• Following the visit reports, the committee discussed if we wanted to continue with Sheila Dentith as SIP for the MAC? The committee agreed there would be benefit of continuing with Sheila in the Autumn Term and for her to visit STM and St Anne's. FH wishes for Sheila Dentith to return in the Autumn Term to see the expected improvement within STM. • Any questions: KDu to be clear on the auditing going forward, what is going to happen at the other schools? • TT SS and the Committee of Principals to organise external visits by 'internal' staff namely the principals from each school. SS we are now in a position that most of the schools are strong enough to be honest with each other and by identifying areas of improvement in the Summer Term and reviewing these in the Autumn Term the impact would be higher. • KDu do we need a more robust structure in place to be able to internally audit? • SS we would need to draw up Terms of Reference however we need to delve deeper and discover what is going to move the schools to outstanding and utilise the skills and experience we have internally. This should enable us to see the impact quicker. • JS what added value does Sheila Dentith bring? • SS she has vast amount of experience, however she is just one of many external verifiers that come into our schools. • JF thanked TT for this update.	
Agenda Item 10 – Update: Strategy Committee	

• JF informed the board on the contents of the Strategy Committee meeting.
• The committee discussed the MAC Succession Plan which is to be worked upon following the analysis of the recent survey of teaching staff.
• It has been identified that following the survey of teaching staff this needs to be extended to support staff for them to have the opportunity to share their career aspirations.
• As SS shared in item 7 the preferred leadership model was discussed and the committee plan to keep this under review.
• The MAC Improvement Plan for 2016/17 was shared. The committee wish to dovetail this document with the individual school improvement plans. Therefore the intention is to work on this for 2017/18. The committee noted that all the primary school improvement plans are already aligned and the intention is now to align STMs with the primaries.
• Items from the notification forms were discussed, with the relevant decisions to be fed back to the networks.
• The committee ratified the following polices:
  ○ Staff Behaviour Policy (Code of Conduct)
  ○ Communication Policy (as an action from the Mission Committee)
• Any questions: No	

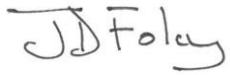
Agenda Item 11 – Update: Finance & Audit Committee	
• JM updated the board from the Finance and Audit Committee meeting. • Following the extraordinary board meeting on 17th January the Year End Accounts were submitted to the EFA. • The AAR is ready and waiting to be submitted however due to technical problems with the EFA portal it hasn't been submitted yet. The EFA have extended the deadline to 28th February. TL is following advice from Moore Stephens and the EFA and awaiting a response from the EFA on using the portal. • KD informed the committee about the issues with Corporate Online (as already shared under Item 5) and the Accountants, which is to be discussed under Item 12. • When examining the MAC budget the ESG is being phased out, therefore we need to look at the funding of the MAC. • Benchmarking was on the agenda from the Core Contents however we are not really ready for benchmarking and this needs to be revisited at a future meeting. • Any questions: No	

Agenda Item 12 – Accountants – Review of options	
• KD circulated a copy of the tender documents to the directors who were not present at the Finance Committee meeting. • Following the extraordinary board meeting on 17th January the board were intending to ask Moore Stephens for a 50% reduction in their fees. JF confirmed a letter was sent to Moore Stephens on 2nd February requesting a 50% reduction for the present year due to the poor service we have received. The board are still awaiting a response to the letter. KD to chase. TL had confirmed in the Finance Committee meeting that to-date we have only paid Moore Stephens £1500 for this financial year. An invoice has been received from Moore Stephens for £8500 however this has not yet been paid, and JF requested that no further monies are paid until Moore Stephens have replied to the letter. SS confirmed that Moore Stephens have been chasing OL&SJ for payment of this invoice as that is the correspondence address for the MAC. • KD shared that on 1st February she attended the business manager's network meeting, where the business managers discussed the recent audit process. She was quite shocked to hear that their experience at an operational level was equally if not worse than the Board's experience with their dealings with Moore Stephens and Entrust. • Instead of a full audit across the MAC taking two weeks this process dragged on from late September 2016 and the business managers were still getting requests in January 2017. • Following the business managers meeting KD spoke with JF and suggested that we start to look for alternative accountants. JF agreed for KD to hold exploratory talks with different accountants and report back to the Finance Committee and the board of directors this evening. • KD has since met with three different accountants, Bishop Fleming, MacIntyre Hudson and PKF Cooper Parry and they have all put forward a tender to work with The Holy Spirit MAC. KD asked them all to quote for accounts prep, audit and AAR, in line with the current services provided by Moore Stephens. • KD asked that over the next week the board of directors read these three documents and share their thoughts and opinions with KD by Sunday 26th February. KD will collate this information on Monday 27th February and report back to JM and JF to arrange further meetings with the chosen companies. JF also requested that KD speaks to existing clients of the chosen companies for seek their first-hand experience of working with the accountants.	**KD** **KD**
Agenda Item 13 – Confidential Items	
• **Two confidential items were discussed. Recorded within the confidential minutes.**	
Agenda Item 14 – Business Management Update	
• JF raised the issue of business management for the MAC • JF met with TL about his role within the MAC. The current structure of TL working one day a week for the MAC and three days a week for STM isn't working and TL would like to step down from the Business Manager role for the MAC. • JF has spoken with Martyn Alcott from Cardinal Newman School, and asked him for his advice and recommendations, as the previous experience of trying to recruit to this post were unsuccessful. JF has suggested this may result in requesting some of Martyn's time to work for the MAC. • JF has already spoken with the headteacher at Cardinal Newman School to see if Martyn would be available for a possible one day a week secondment? The headteacher is in agreement and is prepared to backfill any of Martyn's time that he spends with the MAC. The MAC would be charged for this and Martyn's time. • JF asked the board if they would be happy to do this? • TT asked if we are still seeking just one day a week? JF said the intention is not to swap one for another. There could be a possibility of buying in some accountants' time to work on the numbers.	

• LB shared concerns over future growth and would this structure be sufficient? • JF believes we need to be put something in place that is secure for the next one to two years. • A question was asked when TL will finish working for the MAC? JM believes TL is to continue until someone else is in place. • JS is the intention for Martyn to look at the central MAC function or strategically as to how the MAC interacts and works with the schools? • JF the intention would be dovetailing the work of the school business managers with the work of the MAC. • All Directors agreed for Martyn to report back to the board his findings on the business management of the MAC.	
Agenda Item 15 – DES Academy Strategy Update	
• **This was discussed as a confidential item. Recorded within the confidential minutes.**	
Agenda Item 16 - Policies to be ratified (if required)	
• None	
Agenda Item 17 – Decision Required (if required)	
• None	
Agenda Item 18 – Any other business	
• None	

JF thanked everyone for attending and declared the meeting closed at 8:56pm

The minutes are agreed to be an accurate record of The Holy Spirit Catholic MAC – Board of Directors' meeting held on Thursday 16th February 2017.

Signed: 

Print Name: Mr Jim Foley

Position: Chair of the Board

Date: 21/02/2017