

**Minutes from the Board Meeting of  
The Pope Francis Catholic Multi Academy Company (PFMAC)**

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**Tuesday 27<sup>th</sup> November 2018, at 6.30pm  
at Blessed George Napier Catholic School, Banbury**

**Directors present:**

Paul Concannon (PC) (Chair) (Foundation Director)  
Fraser Long (FL) (Principal Director)  
Tony O'Donnell (TOD) (Foundation Director)  
Michael Robarts (MR) (Foundation Director)  
Clare Smith (CS) (Director)  
Fr Richard Walker (RAW) (Foundation Director)  
Adrian Waters (AW) (Foundation Director)

**In attendance:**

Mary Shurrock (MS) (MAC Business Manager) and Kathy Smith (KS) (Clerk)

**1. Opening Prayer**

PC opened the meeting with prayer.

**2. Welcome & Apologies**

PC welcomed everyone to the meeting,

**Apologies were received and accepted from:**

Lorna Buchanan (LB) (Principal Holy Trinity/Director)  
and Rob Walsh (RIW) (Parent Director)

**3. Declarations of Interest/Annual Register of Interest**

There were no declarations declared in any item on the agenda. Those present completed the Annual Register of Interest; KS will chase those not present for their completed register of Interest.

**4. Minutes of previous meeting (10<sup>th</sup> July 2018)**

**MAC expansion working group update (page 5):**

CS requested clarification with regard to 'The Board did agree to the working party having delegated authority to shape the future of the MAC' explaining that she had made specific reference to the structure of the new MAC and would not want to lose what makes the PFMAC work so well. CS was unhappy with the use of the word 'shape'.

Chair of The Board of Directors: Mr Paul Concannon

PC advised that the working group had been tasked with implementing a structure for the MAC merger/expansion, adding that given that there is expertise at the DES, the new MAC would want to call on that expertise in much the same way as they had done in the past with the Local Authority (LA). PC was clear that it was the intention of the working group to refer back to the DB/PFMAC before making any final decisions regarding the preferred structure. CS accepted that this Board would have input into the final decision regarding the proposed structure.

PC explained that 3 Directors from the PFMAC sit on the DBMAC Board to give it extra support; those Directors also sit on the working group. As the PFMAC expands and the DBMAC shrinks, there will need to be a structure in place at Board level and at school level to ensure both good governance and communication across both MACs.

MR raised a point regarding the Terms of Reference (TOR) for the working group, which states that 'The Board of Directors have delegated responsibility for all decisions to the Working Group (as per these Terms of Reference) – to be reviewed annually', advising that it cannot make decisions on behalf of the Board if it is not a committee of the Board. PC explained that he had been advised by the DES to include that sentence. AW assured Directors that as stated in the minutes of the previous meeting held on 10<sup>th</sup> July 2018 'Final recommendations affecting PFMAC will be made to the MAC Board' and would come back to the Board with proposals for Directors' consideration.

PC confirmed that the working group would revisit the TOR at their next meeting in January and make any necessary revisions there, noting that MR will be attending that group as a new member. PC reiterated the overlap of Directors from the PFMAC serving on both the DBMAC and the working group who are all committed to securing the right structure for the new MAC, whilst not losing the current successful methodology of the PFMAC.

Following the rigorous discussion above, the minutes of the meeting held on 10<sup>th</sup> July 2018 was **agreed** as an accurate record of the meeting, signed by the Chair and filed.

## **5. Matters arising**

There were no matters arising, all actions were either included on the agenda for further discussion at this meeting or had been completed.

## **6. Election of Chair and Vice Chair**

KS confirmed that one nomination had been received for the position of Chair, for PC, who then confirmed that he had stepped down as Chair of Blessed George Napier (BGN) Local Academy Committee (LAC), to devote more time to the merger/expansion of the DB/PFMACs. The PFMAC re-elected PC to the position of Chair.

PC confirmed that one nomination had been received for the position of Vice Chair for AW, who was duly re-elected to the position of Vice Chair.

## 7. Code of Conduct

'Code of Conduct for Directors in a Multi Academy Trust Company' had been circulated prior to the meeting; Directors **approved** the Code of Conduct. Those Directors who had not brought their signed copy of page 2 with them signed the Code of Conduct at the meeting. KS will add the separate signed pages to the full copy of the Code of Conduct and keep on file.

## 8. Oxfordshire MAC Working Group update

### i. Summary of meeting held on 21<sup>st</sup> November

PC confirmed that MS is carrying out due diligence within the DBMAC at present. MS confirmed that she had met with the PFMAC Accountants who have stated that the figures for St Gregory the Great School (SGTG) indicate a risky and aggressive budget set, based on over projected pupil numbers. Directors asked if SGTG set their pupils numbers on the same basis as schools within the PFMAC, MS confirmed that they have a slightly different method. Directors asked when the report from the Accountants was likely to be ready for circulation to them, MS expected it to be ready next week.

PC reported back on the recent audit held at the DBMAC, advising that a good audit would help remove the financial notice placed on them by the ESFA. Directors questioned the implications of a financial notice. PC explained the restrictions the ESFA imposed on the DBMAC when spending significant large sums before it could go ahead with its projects/purchases, advising that budget reports are also requested by the ESFA on a monthly basis.

### ii. St Joseph's Carterton (SJC)

PC outlined the discussions around the re-brokering of SJC, advising that this school could be brought into the MAC as soon as the paperwork is complete, with a likely timetable for re-brokering as early April 2019. MS confirmed that the paperwork had to be with the solicitor by end of January to ensure it reaches the DfE for early April implementation.

PC confirmed the reserves for SJC as £193K, with an in-year deficit of £10K, informing Directors of the possible options to deal with the £193K reserves as follows:

- Bring it over to the PFMAC
- Leave it with the DBMAC
- If SJC comes over with nil reserves, an award of £110K is payable (if a school had a deficit that deficit would be taken off the £110K)
- The DBMAC could opt to pay that £193K over to the PFMAC (at a later date)

FL advised that for a secondary school the grant awarded would be £140K and for a primary £110K, as advised by the Regional Schools Commission (RSC). Directors asked if SJC was turning around, FL advised that Christine Walker (Consultant) had supported the school for 2 days per week and impact is now evident as you walk round the school with improved teaching and learning and better displays on show in classrooms. FL confirmed that Mary

Watts (School Improvement Partner) is now working with the Principal and a recent HMI monitoring visit gave a positive report. Directors noted that they had already agreed to take schools who do not have a deficit budget.

iii. St John's

PC confirmed that the RSC had taken the decision to delay St John's admission to the PFMAC. Directors acknowledged that they would continue to support St John's. Fr. Richard stated that he has involvement with the school as their priest and had noted the movement of staff and felt that longer term this would benefit the school and its children. Fr. Richard advised that St John's is recruiting a new Deputy Principal to increase senior leader capacity, and is restructuring its current Teaching Assistant deployment.

MS confirmed that everything is in place for the school to join the PFMAC when the RSC give them the go ahead. CS advised that the Northern Catholic Heads had not yet met this term and would invite the Principal of St John's when they do.

iv. Funding Paper

'Financing Challenge posed by MAC enlargement strategy 14 November 2018' had been circulated prior to this meeting. PC thanked MR for drafting the paper and stimulating discussion with regard to how funding may be allocated over the larger MAC. PC explained that primaries' budgets had been propping up the DBMAC.

MR advised that given there is not enough money in the system for schools, using their reserves appropriately would benefit all schools in the MAC, advising that the school lends its reserves to a school which does not have any, and then has to repay it once that school picks up. AW questioned whether that might encourage some schools in running a deficit. PC advised that the paper would be discussed at the next working group meeting in January and was providing a useful discussion document. Directors thanked MR for both his verbal and written report.

**9. Shared promotion of Catholic Ethos**

FL confirmed that the Pope Francis Mass had gone well and had been fully discussed at the recent Head's meeting. Directors noted that one of the priorities this coming year is to develop children's leadership and Catholic life. Principals are exploring how they develop children from reception through to sixth form to ensure children become strong Catholic leaders.

CS advised that the evening with Mary O'Leary had been an interesting one, where it was evident that some Oxford Schools had a strong Catholic ethos, and it was a good learning curve.

**10. Update from Schools (reports from Principals)**

**St Joseph's Primary, Banbury:** 'St Joseph's Catholic School Academy Committee November 2018' had been circulated prior to the meeting. CS confirmed that her school had hosted the annual Mass which had been well attended. The school council have led an assembly outlining different aspects

of the CAFOD Live Simply Award, the challenge being to live simply, live more sustainably with nature and to live in solidarity with the poor. LA Consultant Ali Hawkins had supported the school in embedding good practice in EYFS, impacting on an improved good level of development.

CS explained that a reading café is held once a month, encouraging parents into school to read with their child. There is also a swap book box where children can swap books every day, the box is on wheels and is wheeled out daily to encourage children to swap their books.

The school is applying for the Artsmark award following their success in obtaining a gold award in Sportsmark. Directors discussed the benefits of year 5 and 6 children running a mile every day and the initiative to introduce skipping for Year 4. CS advised that these are small initiatives but have a large impact on behaviour and well-being. Directors thanked CS for her report.

**Blessed George Napier, Banbury:** 'Principal's Report to the Academy Committee Meeting 16<sup>th</sup> October 2018' had been circulated prior to the meeting. FL advised that an external review of the Maths Department had been carried out last week, the focus going forward will be placed on improving outcomes for students with more grade 5s than 4s as the target to reach.

35 students are signed up for a trip to Lourdes in Term 5 next year.

FL confirmed that the fire drill went well, AW was able to evidence that as he was in school that day. FL advised that a lockdown drill had taken place yesterday, identifying a few people not being where they should be, this had since been addressed.

Directors noted that the architect had made another visit to the school to discuss improving the flow of the new two storey building. Directors thanked FL for his report.

**Holy Trinity Primary, Chipping Norton:** 'Holy Trinity Catholic School Academy Committee 27<sup>th</sup> November 2018' had been previously circulated prior to the meeting.

Directors acknowledged that having all three reports in a similar format was very helpful and made comparisons much easier. FL confirmed that the Principals are scheduled to meet again tomorrow.

## 11. Finance

MS advised that the Finance Committee had met on 22<sup>nd</sup> November 2018 and discussed and questioned the Final Draft of the Annual Report and Financial Statement; copies had been circulated prior to this meeting and hard copies made available tonight. Directors discussed the 'School's Revised three year budgets 2018-2021' previously circulated prior to this meeting. MS advised that she is currently making final adjustments to the budget for BGN.

Directors noted the movement of revenue to capital, and that projections had been reasonably accurate. MS explained that she is confirming the accuracy of the years indicated (referred to for Key Ratio Analysis) with the accountant and will keep Directors updated if it is incorrect. AW advised that the Finance Committee had discussed the budgets in depth at their meeting last week. Directors **approved** the revised budgets for uploading to the system.

Directors questioned page 45 of the Annual Report, item c) staff numbers, which indicates a decrease in teachers from 83 to 66 in a year, asking MS to explain. MS advised that there had been a decrease in management rather than actual teachers, and that this is how the auditor displays the information within the report. Directors noted that there had been a 7 person decrease in staff in the year, and requested MS contact the auditor and ask them to display this information in a more positive way.

MS reported on the recent audit, explaining that the main concern was around receiving invoices with no purchase order raised against that expenditure. PC confirmed that the Board's decision is not to pay an invoice unless it can be corroborated against a purchase order

#### **Benchmarking:**

Benchmarking reports had been received for each of the schools from 'MLG Education Services' and circulated prior to the meeting. MS advised that an external accountant had benchmarked the schools against other schools, which evidenced that our schools are in a better position than others.

Directors questioned how valid the reports were given that they were unaware of what measures other schools used. For example, if only GAG funding had been used when comparing staffing ratios, percentages could look worse in comparison to using total income. Directors noted that it may not be a true reflection given that some schools do have other sources of income at their disposal. AW advised that the Finance Committee would analyse the reports in greater depth. MR and MS will also meet to go through these reports in more detail.

#### **12. Performance management**

FL confirmed that performance management had taken place.

#### **13. Admissions policy**

MS confirmed that admission arrangements had been updated and adopted.

#### **14. Health and safety**

TOD confirmed that he is working with Trevor Buzzard (BGN Site Manager) to ensure that health and safety regulations across the PFMAC are aligned, acknowledging the slight differences between the primaries and the secondary school. TOD advised that there is a rigorous and thorough audit specification outlining what should be included in the health and safety policy. FL confirmed that TB, TOD will be attending the Principal's meeting tomorrow.

Directors noted that the current Health and Safety Policy is the approved PFMAC Policy and that should be amended and rolled out to schools.

**15. Training feedback**

Directors discussed what areas they should focus on for training and development, highlighting benchmarking and the rationale behind the figures supplied. MR will contact external accountancy companies to find out if they will supply training and ask them their methodology regarding benchmarking. AW will supply two contacts for MR to pursue.

**16. Any other business**

There was no further business raised for discussion.

**17. Dates of next meetings**

19<sup>th</sup> March 2019 at 6.30pm at Holy Trinity, Chipping Norton  
9<sup>th</sup> July 2019 at 6.30pm at St Joseph's, Banbury

**18. Closing prayer**

Fr. Richard closed the meeting with prayer at 8.16pm

KS 30<sup>th</sup> November 2018