



**Minutes of the Orchard Hill College Family Board meeting held on Thursday
26th November 2015 at 1pm at VPC.**

OHC Board Members: Darren Coghlan (Chair)
Dr Kaf Tay (Vice Chair)
*Staynton Brown
Eamonn Gilbert
*Rama Venchard
*Dr David Watkins
Dr Caroline Allen (CEO/Principal)

OHCAT Board Members: Jay Mercer (Chair)
Kevin Finnigan (Vice Chair)
Mary Francis
*Stephen Lawes
Dr Caroline Allen (CEO)

*Denotes absence

Also Present: Tracey Goodsell-Clerk to the Board
Corrina Jenkins-Director of Finance and Resources
Janet Sherborne -Executive Head for Learning Services
John Prior-Principal, Carew Academy

The clerk chaired the meeting until item 2iii).

1. Welcome and Apologies

All were welcomed to the meeting. It was **NOTED** that apologies for absence had been received from Dr Watkins(OHC), Mr Venchard (OHC), Mr Brown (OHC) and Mr Lawes (OHCAT).

2. Election of Chair and Vice Chair

- i) OHC-Directors were advised that Mr Coghlan had indicated that he would be willing to stand again as Chair until autumn term 2016. Other nominations were invited but none were received.

OHC Directors voted unanimously to elect Mr Coghlan as Chair of the OHC Board until autumn term 2016.

- ii) OHCAT-Directors were advised that Mr Mercer had indicated that he would be willing to stand again as Chair until autumn term 2016. Other nominations were invited but none were received.

OHCAT Directors voted unanimously to elect Mr Mercer as Chair if the OHCAT Board until autumn term 2016.

The meeting was chaired by Mr Mercer from this point

- iii) OHC-Directors were advised Dr Tay, the previous Vice-Chair was resigning from the OHC Board. Mr Venchard had indicated that he would be willing to stand as Vice-Chair until the autumn term 2016. Other nominations were invited but none were received.

OHC Directors voted unanimously to elect Mr Venchard as Vice Chair of the OHC Board until autumn term 2016.

- iv) OHCAT-Directors were advised that Mr Finnigan had indicated that he would be willing to stand as Vice-Chair of the OHCAT Board until autumn term 2016. Other nominations were invited but none were received.

OHCAT Directors voted unanimously to elect Mr Finnigan as Vice-Chair of the OHCAT Board until autumn term 2016.

3. Declarations of Interest

- i) There were no declarations of interest for this meeting.
- ii) Directors completed their annual declaration of interest form and returned it to the Clerk. Following recent advice from the auditors, Directors were advised to declare all other directorship positions they hold.

4. Skills Audit Analysis

Directors **NOTED** that the skills audit analysis reflected a broad mix of expertise and experience on the Family Board.

5. Chair's Action

OHC Directors **NOTED** the following Chair's Action taken since the last meeting;
Approval of final Commercial Transfer Agreement.

6. Constitution and Appointments

a) OHC

OHC Committee

- i) Directors **APPROVED** the appointment of Mr D Hobday as Chair of the committee and Mrs M Humphreys as Vice-Chair until autumn term 2016.
- ii) Directors **APPROVED** the appointment of Mr R Adams as parent governor on the committee.
- iii) Directors **NOTED** that a vacancy remains for a governor with the portfolio for Finance and Resources.

b) OHCAT

Directors

- i) Directors **APPROVED** the appointment of Mr R Mills to the OHCAT Board of Directors and noted that he will hold the portfolio remit for Business Development and Marketing. Dr Allen advised that she has approached Yolande Burgess, Strategy Director at London Councils, with regard to her potential appointment to the Family Board. Directors **AGREED** that Ms Burgess should be invited to attend the next Board meeting in March, as an observer.

Action: Mrs Goodsell to invite Ms Burgess to the next Family Board meeting.

Carew Academy LGB

- ii) Directors **NOTED** that Mr R Mills had resigned as Chair of the LGB. The LGB had proposed that Mrs J Sherborne was elected as interim Chair and Mrs A Acik was elected as interim Vice Chair. Since the LGB meeting, Mr P Chambers has agreed to be appointed as Chair. Directors **APPROVED** the appointment of Mr P Chambers as Chair and Mrs J Sherborne as Vice-Chair until autumn term 2016.
- iii) Directors **NOTED** that the two parent governors have been disqualified due to non-attendance. Elections will be held in the new year to fill these vacancies. Directors **NOTED** that Mrs K Phillips has resigned. Mrs Phillips held the portfolio for Teaching and Learning and a further vacancy remains for a portfolio governor for HR and Organisational Development.

YPA/The Skills Hub LGB

- i) Directors **APPROVED** the appointment of Mrs M Francis as Chair and Mrs K Everett as Vice Chair of the LGB until autumn term 2016.
- ii) Directors **APPROVED** the appointment of Mrs I Callaby (Staff Governor, The Skills Hub) and Mr E Lumley, portfolio governor for Safeguarding. They **NOTED** that a vacancy remains for a parent governor from The Skills Hub and that another election will be held in due course.

c) OHC&AT

Portfolio Membership.

Directors **NOTED** the up-to-date portfolio membership, as detailed below:

OHCAT		
	Director	Portfolio
PF1	Jay Mercer	Ethos, Vision and Strategy/Health and Safety (including Safeguarding)
PF2	Mary Francis	Chairs of LGB Representative
PF3	Stephen Lawes	Finance and Resources
PF4	Kevin Finnigan	HR and Organisational Development
PF5	Roger Mills	Business Development and Marketing
PF6	Vacancy	Teaching and Learning
	Dr Caroline Allen	

OHC		
	Governor	Portfolio
PF1	Darren Coghlan	Ethos Vision and Strategy
PF2	Dr David Watkins	Teaching and Learning
PF3	Dr Kaf Tay (resigning 26.11.2015)	Finance and Resources
PF4	Eamonn Gilbert	Health and Safety, Child Protection and Safeguarding
PF5	Rama Venchard	Business development and Marketing
PF6	Staynton Brown	HR and Organisational Development
	Dr Caroline Allen	

They also **NOTED** that Dr D Watkins will assume the portfolio remit for Finance and resources, following Dr Tay's resignation from the Board.

7. Minutes

i) OHC

a) Directors agreed and signed the minutes of the Orchard Hill Family Board meeting held on 30.6.2015, together with the resolutions for OHC.

b) Directors agreed and signed the transfer completion minutes of the OHC Board meeting held on 29th July 2015

c) Directors agreed and signed the transfer completion minutes of the OHC governing body meeting held on 29th July 2015.

ii) OHCAT

Directors agreed and signed the minutes of the Orchard Hill Family Board meeting held on 30.6.2015, together with the resolutions for OHCAT

8. Matters Arising

- i) Further to minute 7 (2.3), Directors **NOTED** that Dr Allen has met with the EFA to discuss the issue of a free school on the Carew site, and will be meeting with the Regional Schools Commissioner (RSC) in the new year for further discussion. Dr Allen said that she was hopeful that a solution for Carew can be reached this year, with a view to building the new school within 2-3 years. Mr Finnigan said that Directors had a legal responsibility to ensure there are no liabilities in terms of health and safety on the current school site. Mr Prior confirmed that whilst he is confident that the school is safe, it remains unsuitable. Directors were advised that Mrs Jenkins will be submitting a CIF bid for all three academies in the Trust.
- ii) Further to minute 7(2.6), Directors **NOTED** an update on the Kingston schools had been provided in the CEO's report.

9. CEO's report

OHC&AT

1.OHC&AT Strategy

An updated version of the Strategy and Growth Plan had been circulated. Dr Allen explained that the Hub Growth tables have been amended to reflect the planning assumptions. Directors agreed that it is important to give the consistent message that the Trust intends to operate in clusters.

With regard to the High Level Risk Analysis attached to the strategy, Dr Allen said that she is using a more stringent system to assess risks and therefore, some of the risks have been rated higher than before.

Dr Allen said that there will be opportunity for more detailed discussion of the strategy at the Awayday planned for the summer term Board meeting.

Directors **APPROVED** the Strategy and Growth Plan and the proposal for further discussion at the summer term Awayday.

2. Governance

i) Directors **APPROVED** the introduction of two family sub-committees, Remuneration and Audit and also approved the terms of reference and membership for these two committees.

ii) Directors **APPROVED** in principle the identification of a development committee in due course, to engage company/philanthropic sponsorship.

Action: Dr Allen to discuss this further with Directors between meetings, if necessary.

iii) Directors **APPROVED** the format for Directors to complete in order to report to other Directors any issues or suggestions arising from their portfolio activity requiring attention of the Board. Directors discussed the importance of the minutes of the Board meetings evidencing their discussions around their compliance duty i.e. Health and Safety, Safeguarding and also their support and challenge. They agreed that this format will provide them with a cross reference to evidence their portfolio activity. Dr Allen said that a focus for the Awayday will be Directors' compliance role.

3. Structure

Directors **APPROVED** the Executive Structure and the proposal to consider it again at the Awayday in the summer term.

OHC

1. OHC Charity

Directors **NOTED** that the College became an independent charity on 1st October 2015.

2. Digital E-Portfolio Launch

Directors watched a short DVD demonstrating the digital e-portfolio system. They **APPROVED** the launch of the digital e-portfolio for external purchase in Spring 2016. They noted that Mrs Sherborne has engaged lawyers to look at copyright for the product. Advice on pricing is also been sought. Dr Allen said

that she has been invited to speak at the next RSC conference and she will show the demonstration at that meeting too. Directors were impressed by the new system and asked for their congratulations to be passed onto Simon Gale, E-Learning Manager for his work.

3. OHC Quality and Outcomes

Directors **NOTED** that the College Self-Assessment report is available on the portal..**OHC Risk Management**

Directors **RECEIVED** the risk register and movement chart, and **APPROVED** the proposal to delete the first two risks on the register. Dr Allen advised that risk registers for the individual organisations are on the portal. In future, the risk registers will also be discussed in more detail at the Audit committee. Mr Finnigan commented that the Area Review should be included in the risk register. Dr Allen said that this does need to be reflected, although, in the short term, the review may impact positively for the College, with a possibility that there will be strategic opportunity for the College to accommodate the need for increased Post 16 provision. Dr Allen said that the impact on the College may be greater in 2017, but this gives time to build volume and capacity. The College is building its shared services and is currently updating its price list. Directors **AGREED** that this matter should be discussed further at the Audit committee and Awayday.

4. Growth of College Centres

Directors **APPROVED** in principle further exploration of the possibilities for developing College provision in Hillingdon.

OHCAT

1. OHCAT Risk Management

Directors **RECEIVED** the risk register and movement chart.

2. Carew Academy

Directors **NOTED** the information about Carew Academy, including the improved exam results and increased enrolments.

3. Young People's Academy

Directors **NOTED** the information about YPA including the Year 11 exam results and the Family support that has been accessed by the school.

Directors **APPROVED** in principle ongoing negotiations with Hillingdon LA re further development of local provision, possibly including College centres.

4. The Skills Hub

Directors **NOTED** the information about The Skills Hub, including the Year 11 exam results and family support accessed. Dr Allen also reported that Mr Paul Chambers has been appointed to the permanent position.

5. The Kingston schools: Dysart, Bedelsford and St Phillips

Directors **NOTED** the information about the Kingston schools. Dr Allen said that she has now met with all three staff teams. Dysart now have their academy order. Formal consultations and the due diligence processes have commenced. Directors asked whether there were early indications of any issues. Dr Allen said there could be some issues about building and land . In terms of governance, the schools have well-developed governing bodies and effective Chairs. Dr Allen said that she will start to have 1:1 discussions with the Headteachers about future governance arrangements. The OHCAT Board of Directors will approve all the LGB appointments

Dr Allen said she would continue to meet with the DCS to maintain good working relations. Council members are also on board.

6. Meadows

Dr Allen said that she will be attending the next Meadows governing body meeting in the new year, and she has already had initial meetings with the Chair and Headteacher who are keen to transfer on 1.9.2016.

Directors **APPROVED** in principle that Meadow School converts to an academy sponsored by OHCAT in autumn term 2016, subject to the relevant due diligence being carried out. Final approval will be sought at the summer term Board meeting.

10. Succession Planning-Presentation and Discussion

Dr Allen said that she had allocated time for discussion on succession planning for this meeting as it is an important target set by the Family Board for her this year and previously by the separate boards. Dr Allen showed Directors her DVD that was broadcast to all staff across the Family at the beginning of the academic year. Directors said it was important for them to see the message Dr Allen is conveying to staff and to hear about the plans that are being put in place which demonstrate succession planning in action.

Directors recognised the huge amount of change that has occurred over the last year, including the collaboration and streamlining of the governance structures and changes to the executive structure. Dr Allen paid credit to all the services, who have been open and receptive to the pace of change.

Dr Allen went through her presentation and posed questions

What does Succession Planning mean and what can be done to ensure its in place?

Directors advised that these factors should be taken into account of in OHC&AT future planning:-

- Developing leadership across the organisation, ensuring capacity. Creating a culture of a learning organisation, with staff having confidence in their skills and knowing there are opportunities for them to progress within the organisation.
- Recognising people with a specific skills set, and valuing these individuals, using their skills to coach others.
- Giving senior staff experience of non-executive roles i.e. appointing them as governors on the Trust's Local Governing Bodies.
- Formalising a programme of leadership development.
- Ensuring continued use of Assistant CEO, including coaching.
- Ensuring continued input from Directors.

What are the risks? What are the solution?

Directors raised concerns about:

- Over-reliance on the present CEO, with no contingency plan for her replacement at short notice. The Board needs to be assured that the organisation will run successfully without the current CEO.

Dr Allen said that she was confident that all the component parts of the organisation are functioning well independently, without over-reliance on her. Removing the College from the local authority has ensured that staff are clearer about the systems and processes. She said that next year there will be a focus on consolidating the growth in order to sustain the 2017 'barrier' that could occur as a result of the changes to the apportionment of Local Authority DSG funding and the introduction of a funding formula for high needs support (HNS)

- Whilst maintaining the culture of being an outstanding organisation, there is a need to ensure the size and pace of growth of the Trust doesn't jeopardise that culture.
- Important to ensure the staff structure is right for the size of the organisation. Directors questioned how long the current structure will be fit for purpose.

Dr Allen said that the current structure allows for the Trust to grow but that will need to be kept under regular review. The College governors have ensured capacity building through use of allocated resourcing during last year and this year She said that the current senior structure is broadly correct.

Mrs Sherborne said that the College is strengthening the infrastructure, which is possible through economies of scale.

- Directors asked Dr Allen if there is anything she would have put in place 3-5 years ago? Anything the directors should do now to 'step up to the plate'.

Dr Allen said that in terms of the College, the current model of having a Head of College, Deputy Head and Assistant Head, which reflects the model used in the academies, has proved effective and could have been introduced sooner. It may also have been beneficial to come out of Sutton local authority control before now. However, aside from this, she said that the College has moved in the right direction for the students and the local community, and she is satisfied with the current state of play. She said that the key to driving the organisation forward is to ensure that staff are as excited and enthusiastic about the developments and direction of travel as she is. Directors agreed that this 'emotional engagement' is key.

- Directors requested that a costing exercise is undertaken to work out the break-even point in terms of size of the Trust. Dr Allen said that this is currently being undertaken but it is a complex exercise. Dr Allen said she is concentrating on the community approach rather than focusing on whole regions. The Trust needs to ensure that the culture is not lost by creating too many hubs.
- Directors said that staff need to have the ability to adapt and be given opportunities to be put into circumstances which challenge their adaptability.

Making the most of the family-Using Non-Executive Directors expertise

- Directors need to plan for the future, including NED succession planning.
- Directors should be ambassadors, using their expertise and connections to move the Trust forward.
- Directors need to fulfil their compliance duty, whilst always remaining focussed on the students.
- Whilst recognising that the Directors are emotionally committed, they have busy lives. The CEO should be proactive in seeking Directors' help when needed.

Directors **RECEIVED** Dr Allen's presentation.

11. Finance and Funding

i) OHC

Dr Allen reported that the College is currently being audited. The auditors will be closing the LA maintained College accounts and opening the new charity accounts. This has been complicated because of the delay to the transfer. The financial year will commence in September in line with academies. The College is monitoring the spend against curriculum in terms of expenditure against enrolments, and this has been managed well.

Directors **NOTED** this information.

ii) OHCAT

Mrs Jenkins reported that the cash reserves are healthy and the year-end position is strong. The only area of concern is the pensions reserves.

Directors asked how the Trust is investing the current surplus. Mrs Jenkins reported that she has met with the Lloyds accounts manager who has advised the Trust to place the surplus into a higher rate account while the Trust is building capacity. This will allow for quick release of the money if necessary.

Directors asked about the pension liability and Mrs Jenkins said that she is seeking pensions advice. The costs are increasing and options are being explored. Mr Mercer said that he wants to be kept informed about this issue.

Dr Allen said the Directors would be provided with a paper at the next meeting giving the options.

Directors were assured that the Trust is a 'going concern'

Directors **NOTED** this information and **RECEIVED** the year-end consolidated management accounts and the consolidated Income and Expenditure accounts period ended 30.9.2015.

- iii) Directors **NOTED** that the newly formed OHC&AT Audit committee will meet in December to recommend the statutory accounts for approval to the full board, for final sign off by the Chairs.

12. Policies and Procedures

Mrs Sherborne reported that a task and finish group had reviewed all the HR policies, which have now been aligned as follows;

Appraisal
 Capability
 Dignity at Work
 Disciplinary
 Disclosure
 Family Friendly Suite of policies including:

- Additional Leave
- Adoption Leave
- Childcare Vouchers
- Maternity Leave
- Paternity Leave
- Shared Parental Leave
- Unpaid Parental Leave

Flexible Working
 Grievance
 Health and Wellbeing
 Induction and Probation
 Lone Working
 Managing Sickness and Absence
 Pay
 Recruitment and Selection
 Reorganisation, Redundancy and Redeployment
 School Teacher Cover
 Whistle Blowing

Three further policies have also been aligned and sent to Directors for comment and approval as follows:-

Fraud
 Conflict of Interest

Health and Safety Policy (This policy was approved by the Board 30th June 2015 but some additions were made following a health and safety audit.)

All the policies had been previously circulated to the Directors and any comments/amendments have been incorporated. The HR policies have also been sent the unions and discussed with the staff council. A full set of HR polices will be placed in each setting.

Mrs Francis commented that the policies provide an excellent basis for the Trust to operate from. The policies will be placed on a review schedule but Directors acknowledged that there may also be times when the policies are being used operationally, when they will need to be amended.

Directors **APPROVED** these aligned polices for sign off by the Chairs.

Directors were also advised that the OHCAT Board is required to formally assign group sizes for the academy schools, para 6.1.3 of the pay policy refers. HR have calculated the following;

YPA – Group 3

The Skills Hub – Group 4

Carew – Group 5

Directors **APPROVED** these group sizes.

13. Annual Approval of Trust Documents

i) Directors **APPROVED** the Programme of Work 2015-16 for OHC and OHCAT and the Scheme of Delegation.

ii) Directors **NOTED** that the Schedule of Responsibility is under review to be presented for approval at in the Spring term.

14. Resolutions

i) OHC

Mr Coghlan confirmed the resolutions made by the OHC Directors at this meeting (Appendix 1).

Directors **APPROVED** the resolutions.

ii) OHCAT

Mr Mercer confirmed the resolutions made by the OHCAT Directors at this meeting (Appendix 2).

Directors **APPROVED** the resolutions.

15. Dates of Future meetings

The following dates for future meetings were **AGREED**:

Thursday 3rd March 2016 at 1pm at VPC (lunch from 12.30pm)

Thursday 30th June 2016 at 1pm (Awayday-Details to be confirmed)

Thursday 24th November 2016 at 1pm at VPC (lunch from 12.30pm)

16. Any Other Business

Directors noted that this was Dr Tay's last meeting, following his resignation from the OHC Board of Directors. They thanked him for his time and commitment to the Board, (and previously to the College governing body) and presented him with a card and gift.

Dr Tay said that it has been a pleasure to be part of the College and wished everyone well for the future.

17. Confidential item-Part B

All staff members left the meeting at this point, except for the Clerk to the Board and the Finance Director.

Chair-----

Date-----