



Minutes of the Inaugural Meeting of the Orchard Hill Family Board held on Friday 27th February 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-OHCAT Finance Director
 Laurie Cornwell-Headteacher Chantry school/HTC-Observer

1. Welcome and Apologies

It was **NOTED** that apologies for absence had been received from Jay Mercer and Staynton Brown. It was also **NOTED** that Kevin Finnigan would act as chair for this meeting, in Jay Mercer's absence.

Mr Finnigan welcomed everyone to this first meeting of the collaborated board for OHC and OHCAT. He advised that he would be handing over to Darren Coghlan at appropriate points on the agenda, for items only relevant to OHC governors. He also emphasised the importance of everyone contributing to the discussion from both organisations, since their expertise would be valuable throughout. However, any decisions will be taken by the relevant organisation only.

Round the table introductions were made.

2. Presentation from Clerk-Responsibilities of Family Board

Tracey Goodsell gave a short presentation on the responsibilities of this Family Board.

The OHC Governors and OHCAT Directors now meet together as a collaborated board, the Chairs will alternate, and separate resolutions will be made and minuted.

The OHC and OHCAT Trust Members' Boards will also meet as a collaborated board when the College gains its independent status later this year.

Each academy in the Trust has its own Local Governing Body (LGB) and the College will have a committee. Governors on the LGBs and the committee are allocated portfolio roles, these portfolio roles are moderated and monitored by the relevant Portfolio Director on the Family Board.

Mrs Goodsell also explained the various documents which set out who is responsible for what under the new structure. These documents included the Scheme of Delegation and the Schedule of Responsibilities.

Dr Allen further explained that there are currently two vacancies on the OHCAT board. One of these vacancies will be filled by an LGB chair. Directors requested that Dr Allen identifies a further Director with the appropriate skills that fits with skills audit and experience for the OHCAT Board.

The Board **RECEIVED** the presentation.

3. Constitution and Appointments

a) OHC

- i) Governors **NOTED** that the appointment of Staynton Brown and Rama Venchard had been ratified by email and were formally **APPROVED** at this meeting.
- ii) Governors **APPROVED** the appointment of the following governors to the OHC local committee:

Dave Hobday (Chair)
 Michele Humphreys
 Karen Cunningham (Staff Governor)

They **NOTED** that there will be a vacancy for a parent governor on the committee and two remaining vacancies which will be filled with people with appropriate skills and experience.

- iii) Following a recommendation from the OHCAT Board of Directors at their last meeting, Governors **APPROVED** the name of this collaborated board to be the Orchard Hill Family Board.

b) OHCAT

- i) Directors **NOTED** that Colin Stewart, Michele Humphreys and Rama Venchard have resigned as Directors of OHCAT.
They further **NOTED** that Members have amended to the Articles of Association to provide for up to 7 Directors (the current articles state up to 8).
- ii) Directors **APPROVED** the appointment of Mr Stephen Brooks as non-teaching governor on the Carew LGB
- iii) Directors **NOTED** that Simon Vines, Vice Chair at Carew Academy, has indicated his intention to resign. Janet Sherborne will be appointed as Vice Chair and the LGB is actively seeking a governor with the appropriate skills and experience to replace Mr Vines.

c) Skills Audit

Directors **RECEIVED** the analysis of the skills audit of the members of the Family Board and **NOTED** that the audit shows a good range of skills, knowledge and experience amongst its members.

4. Minutes

a) OHC

Governors **AGREED** and signed the minutes of the Finance and Personnel Committee meeting held on 4.11.201, the minutes of the Audit committee meeting held on 11.11.2014 and the minutes of the Full Governing Body meeting held on 25.11.2014.

b) OHCAT

Directors **AGREED** and signed the minutes of the OHCAT Board meeting held on 27.11.2014, subject to the following amendment:

Minute 8iii) and Minute 8v), should read Francis Millar, Auditor, Baker Tilly (not Buzzacotts).

5. Matters Arising

a) OHC

- i) Further to minute 3/14, Governors **NOTED** that the clerk has produced an analysis of both skills audits for OHC and OHCAT.
- ii) Further to minute 6/14, Governors **NOTED** that Tracey Trotter would provide an update on pensions deficit and dilapidation amounts under item 7 on the agenda
- iii) Further to minute 7/14, Governors **NOTED** that information about the process for conversion of the College to charitable status was included in the CEO's report.
- iv) Further to minute 10/14, Governors **NOTED** that the governors' portal has now been set up and login details have been sent by the clerk.

b) OHCAT

- i) Further to minute 3/14 Directors **NOTED** that the clerk has produced an analysis of both skills audits for OHC and OHCAT.
- ii) Further to minute 4/14, Directors **NOTED** that the clerk has arranged a non-teaching governor election at Carew, and Mr Stephen Brooks has been appointed.
- iii) Further to minute 7/14, Directors **NOTED** that there was an item on the agenda for the OHC governors to approve the name of the 'Orchard Hill Family Board' for this collaborated board.
- iv) Further to minute 7/14, Directors **NOTED** that information on the dashboards, risk registers and portfolios had been included in the CEO's report.
- v) Further to minute 7/14, Directors **NOTED** that the due diligence for asbestos risk at Chantry school had been included in the CEO's report.
- vi) Further to minute 7/14, Directors **NOTED** that an options analysis had been included in the CEO's report.
- vii) Further to minute 7/14, Directors **NOTED** that a framework for the MAT had been included in the CEO's report.
- viii) Further to minute 9/14, Directors **NOTED** that the terminology on the Carew admissions policy had been changed from MLD to more accurately reflect the needs of the pupils and the amended policy was now on the Carew website.

6. CEO's Report

It was agreed to take item 4.1 on the CEO's report at this point.

Dr Allen reported that the original High Needs Funding Consultation that had been issued by the Borough had no underpinning framework. This has now been withdrawn and the Borough is working up a new proposal.

She explained that the senior staff restructure in Sutton has resulted in the departure of the ADS who was responsible for the HNS consultation and her portfolio has been subsumed into Colin Stewart's, who is now the sole ADS. Dr Allen said that following the Directors' request she has met with Mr Stewart and the DCS, Mr. Vouyioukas and also raised the matter with the Leader of the Council to seek a way forward and discuss the serious implications for the school if the matter remains unresolved.

If Sutton were to revert to the current funding arrangements after the revised consultation, Carew Academy will be faced with a deficit of £174k for 2015-16. Mr Stewart has made it clear that he does not wish to close the school and he has indicated a willingness to fund the deficit for 15-16. Mr Vouyioukas, has also committed to raise the MLD funding from £4k to £5 per pupil; this would reduce the deficit further to £64k.

Directors agreed that this was an improvement on the situation when the Board had last met in November. However, they also acknowledged that it is important to ensure that the school is properly funded beyond 15-16.

Dr Allen said it would be important to try to increase the number of out-of-borough pupils to maximise funding streams and the College's admission team will be working on this.

Colin Stewart joined the meeting at 1.40pm.

Mr Finnigan congratulated him on his new role and said that the Directors understood that his new role necessitated that he should resign as a Director of this Board, due to a potential conflict of interest.

Mr Stewart confirmed that the LA has committed to funding the deficit for 15-16. Beyond that, Mr Stewart said that the ultimate decision will lie with the Schools Forum.

Mr Stewart said that he has reviewed all the communications between the LA, the Trust and the school and confirmed that the DCS had committed to fund the MLD pupils at £5k, rather than £4k. He said that the school has now submitted a summary of a further 29 pupils which he will review on an individual basis, but he said that he was reasonably confident that at least

some of these should be receiving the higher rate of funding, which would reduce the deficit further.

Mr Stewart said that he has advised the Schools Forum that there will be an interim arrangement for 15-16 and beyond that there will need to be consultation later this year. The LA will identify both the figures and the rationale behind the figures in the revised consultation.

Mr Stewart said that he was aware that closing the school and having to move pupils would be costly for the Borough.

Mr Lawes asked how long the new consultation process would take and Mr Stewart confirmed that this will be done as quickly as possible. There will be a review of feedback on the initial consultation and then it will go to the Schools Forum. Documentation should be sent out in May, the only caveat to this is if it is politically controversial i.e. purdah. Mr Lawes said that this would give Directors the information they require in time for their June meeting when they must be confident of the long term arrangements.

Mr Stewart further explained that the High Needs Block will be overspent for 15-16 so any additional money would need to come from the DSG underspend, which would need Schools Forum approval.

Colin Stewart left the meeting at 2.00pm

Dr Allen then gave the Board a presentation, which emphasised the ethos of the College and the Trust to put students and local communities at the heart of everything.

The Board said that they were mindful that Dr Allen is a major factor in the success of the College/Trust and emphasised the need to ensure that there is sufficient succession planning in place to prevent an over-reliance on her role and to ensure that her own personal capacity is not compromised.

Action: Dr Allen to include succession planning for the CEO in the risk register.

Dr Tay asked about other key risks and Dr Allen said that funding remains a risk. The funding methodology could change post-election. Also, recruiting outstanding teachers is a challenge, although the formation of the training school should help with this longer term. There is a larger expanse of work and it is important to get the right associates on board e.g. legal teams. The pace of change will be relentless over the next couple of years and it will be vital to strengthen the shared services to cope with this pace and continue to keep sight of the benefit to the students and staff.

Dr Allen explained that under the College's Shared Services model, affiliates will also buy services. In addition, Sutton has commissioned a feasibility study to 'spin- out' services. This could create further opportunities for the College to generate income.

Becoming a charity will also mean that the College will be able to raise money through fundraising and sponsorship.

Point 1.4 Board papers

OHCAT Directors and OHC Governors **APPROVED** the proposal to access all papers through the electronic portal, except any that are password protected as they are deemed by the Chair to be requiring discussion separately before sharing.

Point 3.2 OHC Schedule of Responsibilities

OHC Governors **APPROVED** the proposal that the roles of the OHC Board and the OHC Committee mirror those of the OHCAT Board and Local Governing Bodies in relation to the allocation of levels of monitoring and approvals as described in the Schedule of Responsibilities document (Appendix 3).

Point 3.3-Plans for Diversification

OHC Governors **APPROVED** the College's plan for diversification of programmes and charges which will also inform the next phase of development of centres usage and location.

Point 4.1-Carew Academy

OHCAT Directors **APPROVED** all of the options for actions recommended by the CEO with regard to the funding arrangements for Carew. It was also **RESOLVED** that the OHCAT Directors would put together a letter from Jay Mercer to Colin Stewart, with regard to the viability of Carew.

Point 4.4-Chantry School

OHCAT Directors **NOTED** that matters have move forward since the writing of the CEO's report.

A conference call took place on 26.2.2015 with the DfE and the London Borough of Hillingdon, which will be followed up in writing. There remained some unresolved issues regarding top-up and redundancy costs. Because of this, it has been agreed to delay the conversion until 1.4.2015, with a commitment to all documentation being signed off by 16.3.2015.

The LA has committed to the top up figures agreed until the end of March 2016.

In response to questions, Dr. Allen confirmed that the Chantry IEB had conducted a recent restructure. 4 redundancies arising from the restructure are being processed by the IEB. These staff will not be included in the CTA. Dr Allen confirmed that the deficit budget does not transfer to the Academy. Hillingdon's Schools Forum have been very supportive.

There are no lease issues.

Stephen Lawes asked about the operating surplus position in the business plan, based on the top up. Dr Allen explained that Hillingdon do not intend to change the top-up and the framework has been agreed by the Schools Forum. She said that demand is high in that area so the intake may increase rapidly, the Trust has been prudent in its estimation.

Mr Lawes also asked about the pensions deficit.

Mr Venchard confirmed that support staff will remain on the LGPS scheme. The academy will take on any pensions deficit. He said he is was waiting for clarification from the DfE about the amount of the deficit. In other Trusts he has worked for, the deficit has not gone up by more than 3%.

He said that it may be possible for Chantry to pool with other academies in Hillingdon.

Dr Allen said that the DfE's line on pensions is that academies should not be disadvantaged but clarification is needed on this.

Dr. Allen suggested that in the event of the valuation being significantly higher, the Trust could commission an additional valuation and challenge it. Mr Lawes said that it was frustrating that there has been a delay in the actuary valuation and directors should be mindful of this risk. He said clarification is needed from the EFA in order for the Board to be assured that the risk has been mitigated.

Mrs Francis asked whether there was any risk associated with the property. Mr Venchard said a full title search has been carried out. An asbestos inspection was carried out and nothing unexpected was discovered.

Dr Allen said that the school site needs rebuilding longer term, but in the meantime remedial health and safety works are being carried out.

Directors noted that Chantry is a Foundation School.

Directors **APPROVED** that Chantry school converts to an academy under OHCAT on 1st April 2015.

Point 4.7 Hillingdon Tuition Centre

Directors **APPROVED** in principle that HTC converts to an academy sponsored by OHCAT, subject to the relevant due diligence being carried out. Formal Board approval will be sought at the next meeting.

Point 4.9 Dysart

Mr Gilbert declared an interest in this item, as he is 14-19 Partnership Manager & Lead Commissioner for Royal Borough of Kingston.

Dr Allen reported that Dysart has now received its planning permission for expansion.

Directors **APPROVED** in principle, that Dysart converts to an academy sponsored by OHCAT, subject to the relevant due diligence being carried out. Formal Board approval will be sought at the next meeting.

Mr Gilbert asked for an update on Willows school (point 4.6 refers).

Dr Allen explained that Willows was a Grade 4 school, which has recently had an Ofsted inspection, which was judged as Grade 3. The DfE are not pursuing academy status for Willows at this present time.

There was a general discussion about the volume of paperwork generated and sent out for this meeting. It was agreed that it would be more helpful for all the papers to be sent as one document. Directors recognised that that they need to be well-informed of risks without becoming too embedded in the detail.

It was **AGREED** that Dr Allen and Tracey Goodsell will consider streamlining the paperwork and enable access to greater depth of information as required, via the portal.

Finance and Funding

i) OHC

Ms Trotter joined the meeting

- Management Accounts

Ms Trotter presented the Accounts and noted Governors request to include a cash flow and balance sheet. The College is developing its planning systems to manage capacity.

Governors were pleased to note that the finance information was now being provided in a concise format. They thanked Ms Trotter for the improvement in the presentation of the accounts.

Governors asked about the year to date figure of 68% and Ms Trotter explained that this figure shows agency costs.

Ms Trotter said that she is also in the process of developing a 3 and 5 year forecast.

Mr Venchard asked whether the College carries out any benchmarking exercise against other Colleges. Ms Trotter explained that budget costs of 80% on staffing and 20% other is a reasonably good benchmark to use.

Dr Watkins acknowledged benchmarking difficulties for the college at this time and requested a review of this when the College comes out of the Local Authority control.

Mr Gilbert asked for an update on the pension funds issue. Ms Trotter said that the LA had promised this information would be available by the end of March. Mr Gilbert said there is an increased urgency for this information because of Labour's plans to examine reserves. Ms Trotter agreed and said it will be important to ensure that the deficit is included in the actuarial valuation.

Governors **RECEIVED** the management accounts.

- Business case for HR Information System

Ms Trotter said that the College has tendered for this work and is recommending Access Group as the preferred supplier for the contract. The original offer was based on 250 employees, but the revised offer has now been based on 1025 employees over the next five years.

Dr Watkins asked whether this system will include payroll. Ms Trotter said that she has started to work with a potential provider. The College will move away from using Sutton's payroll.

Mr Gilbert asked whether the system will be rolled out across the Family. Ms Trotter said that initially it will stay within the HR team but the information will include all staff across the Family.

Governors **APPROVED** the purchase of the HR information system.

ii) **OHCAT**

- Management Accounts for OHCAT and Carew

Mrs Jenkins reported that both sets of management accounts have been reviewed by Stephen Lawes. The Trust is on track to achieve a surplus of £7k but the insufficient top-up at Carew is still a risk. Cash flow is healthy and debtors are managed well.

Mr Lawes, meets with Mrs Jenkins once a term in his portfolio role to review the finances.

Mrs Francis commented that there appeared to be a significant underspend on training and development. Mrs Jenkins confirmed that some expenditure had been accrued the year before, but this budget will be spent.

Directors **RECEIVED** both sets of management accounts

- Chantry 3 year plan

Mrs Jenkins said that this plan has been used as a tool to negotiate the top up. This has been agreed until March 2016 and will then be re-negotiated. The £50k deficit in year 3 will be managed within the Family by shared services efficiencies.

Directors **RECEIVED** the 3 year plan.

- Carew top-up scenarios

Directors **RECEIVED** the top-up scenario

- High Needs Funding Consultation response

Directors **RECEIVED** the High Needs Funding Consultation response

- ACMF Bid

Directors **NOTED** the information on the AMCF bid.

7. Policies-OHCAT

The following OHCAT policies had been previously circulated to the Directors by email for final sign off by the Chair:

Anti-Bullying

E-Safety

Children with Medical Needs

Equality

Freedom of Information

Mrs Francis pointed out that some of the text on page 6 of the anti-bullying policy should be removed (i.e. where it has been suggested that the wording is omitted) and the clerk agreed to ensure that this change was made.

Subject to this amendment, Directors **APPROVED** all the above policies for sign off by the Chair.

It was **NOTED** that all policies for the College and the Trust will be aligned when the College converts to independent status

8. Resolutions

i) OHC

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

Governors **APPROVED** the resolutions.

ii) OHCAT

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

Directors **APPROVED** the resolutions.

Directors requested an agenda item for further discussion on the Strategy and Growth plan and it was **AGREED** that time would be built into the next meeting.

9. Proposed Dates for Meetings

The following dates for future meetings were proposed:

Thursday 18th June 2015

Thursday 26th November 2015

Thursday 3rd March 2016

It was **AGREED** that the meetings should start at 1pm.

The date of Thursday 18th June was not convenient for some of the board members and the clerk **AGREED** to email round to set a different date. The other dates were agreed.

10. Any Other Business

The Board **NOTED** the reports of the Director visits to Carew Academy. Directors who had visited the school had all commented on the excellent progress being made and the calm, welcoming atmosphere around the school.

11. Confidentiality

It was **AGREED** that item 4.1 in the CEO's report re Carew and the Growth timeframe (Appendix 2b of the CEO report) should be made confidential.

The meeting closed at 3.30pm.

Chair-----

Date-----