



Minutes of the Orchard Hill College Family Board meeting held on Thursday 3rd March 2016 at 1pm at VPC.

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

OHCAT Board Members: *Jay Mercer (Chair)
 Kevin Finnigan (Vice Chair)
 Mary Francis
 Roger Mills
 * 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 OHC&AT Support Services

1. Welcome and Apologies

Directors **NOTED** that apologies for absence had been received from Mr Coghlan (OHC), Mr Mercer (OHCAT), and Mr Lawes (OHCAT).

Mr Mills (OHCAT) was welcomed to his first meeting.

Ms Burgess was welcomed to the meeting as an observer.

2. Constitution and Appointments

i) OHC

Board of Directors

Directors **NOTED** that there is one vacancy

OHC Committee

Directors **NOTED** that there is one vacancy

ii) OHCAT

Board of Directors

Directors **NOTED** that there is one vacancy.

Carew Academy LGB

Directors **APPROVED** the appointment of two parent governors, Sandra Butcher and Joy O'Connor, to the Carew Local Governing Body.

YPA/TSH LGB

Directors **NOTED** that there is a vacancy for parent governor on the YPA/TSH Local Governing Body.

3. Declaration of Interests

The following interests were declared and **NOTED**:

Mr Venchard declared that he is the project manager for schools converting to academy status under OHCAT.

Mr Mills declared that he the Chair of the Board of Directors of Cygnet CIC, which uses OHCAT services for clerking and HR.

Mr Gilbert declared that he works for Achieving for Children, Kingston.

Ms Burgess declared that she is a governor in Barking and Dagenham and for Ambitious for Autism

4. Minutes

i) OHC

Directors agreed and signed the minutes of the Orchard Hill Family Board meeting held on 26.11.2015, together with the resolutions for OHC.

ii) OHCAT

Directors agreed and signed the minutes of the Orchard Hill Family Board meeting held on 26.11.2015, together with the resolutions for OHCAT.

iii) OHC&AT

Directors **RECEIVED** the minutes of the Audit Committee meeting held on 14th December 2015.

5. Matters Arising

- i) Further to minute 4.5, Directors **NOTED** the confirmation from Mrs Jenkins that valuations of the three Kingston schools has been carried out.
- ii) Further to minute 6b), Directors **NOTED** that the clerk had invited Ms Burgess to attend this meeting as an observer.
- iii) Further to minute 8i), Directors **NOTED** that Mrs Jenkins has submitted a CIF bid for all three academies in the Trust.
- iv) Further to minute 8i) , Directors **NOTED** that information about the free school for Carew was included in the CEO report, Item 6.
- v) Further to minute 9, Directors **NOTED** that information on the digital e-portfolio launch was included in the CEO report, Item 6.
- vi) Further to minute 13, Mrs Francis reported that she had worked with the Clerk on revising the Schedule of Responsibility. This will be subject to further review. Mr Venchard commented that one of the Kingston schools perceived this document as demonstrating a potential loss of autonomy for governors, geared more towards supporting underperforming schools. Dr Allen said that she has responded to these comments as follows:

' The LGB will find that provided they are acting in such a way that the quality, compliance and finance of the school is robust and that the best interest of the pupils and families is met, then the governance is conducted with LGB in a similar way to prior to transfer. The Board does not intervene much unless any of its responsibilities are at risk. However, at officer level, the school will gain from the regular support and input of the 'family' working together in the best interests of our pupils. Once you join, there is no 'them and us' only 'we' and we work together accordingly.'

Directors **APPROVED** the Schedule of Responsibility and Scheme of delegation.

6. CEO's report

OHC&AT

1. Data Overview

Directors **RECEIVED** the consolidated OHC&AT dashboard. Dr Allen asked Directors to consider whether there is any further data they would like to see included on the dashboard and to send their comments to her.

2. Compliance

Dr Allen said that item 7 on the agenda, would be a presentation and discussion item on Directors' compliance role.

3. Public relations and promotional activity

Directors **NOTED** that OHC&AT has commissioned a journalist to assist in improving communications with communities and stakeholders.

4. Executive Structure

Directors **APPROVED** the recruitment to the post of Executive Head of Quality and Development/Assistant CEO. They stated that this should be an internal advert in the first instance, in accordance with the advice given to the CEO from the Chairs of both Boards.

OHC

1. Hillingdon Youth Skills Development Trust

Dr Allen explained that since she had written her report, matters have moved on with regard to YSDT. The Trust had originally approached OHC to discuss potential for alliance.

However, OHC's due diligence currently indicates that the YSDT charity may need to dissolve. The company employs 3 part time and one full time members of staff and it may be possible to subsume these posts. Dr Allen will be discussing this with the Trustees and the manager to discuss options. Directors will be kept informed but this may no longer be a matter for Board approval.

2. Update on Leases

Directors **NOTED** the update on leases

3. Ofsted

Directors **NOTED** the Ofsted investigation on 7.1.2016, following a complaint from an ex-member of staff claiming that there was a safeguarding issue at the College arising from violent and aggressive students.

The Ofsted inspector had found no cause for concern and is taking no further action. However, the ex-member of staff has now taken the matter to her local MP.

Directors questioned whether this might trigger a full inspection of the College but it was thought this was unlikely, since the Ofsted report on the investigation was wholly positive.

4. Digital Portfolio

Directors **NOTED** that the digital portfolio is soft launching for three months at a discount (£4,200) to enable the College to address any issues prior to hard launch. The portfolio has already generated a lot of interest from potential schools/colleges.

They also **NOTED** that the next release will be Sharespace/Friendspace, aiming for soft launch in April/May.

5. Community Fundraising activities

Directors **NOTED** the various activities taking place during fundraising week 7th-11th March which will promote the achievement of students and the contribution of the College to local communities.

Directors were invited to join any of the events and were also asked to broker potential College patrons/corporate sponsorship.

Mrs Sherborne reported that she would be using 8 different modes of transport to get from centre to centre on 10th March, assessing them all for disability access.

6. Training School

Directors **NOTED** that the college has been validated as a Higher Education centre from September, offering the Diploma in Education and PGCE in partnership with Canterbury Christ Church University. The College will join a consortium of 23 Further Education Colleges and other providers who are mostly based in London and Kent, and will offer the specialist pathway in teaching learners with disabilities.

Directors offered their congratulations to the College on this achievement.

7. OHC Risk Management

- i) Directors **RECEIVED** the risk register and movement chart

- ii) Directors **NOTED** the dashboard and committee minutes.

OHCAT

1. Carew Academy

Directors were advised that, following their email approval, a free school application has been made to the DfE to meet the deadline of 2nd March 2016.

Sutton have identified an appropriate plot (a few minutes away from the current Carew site) which has been identified in the Sutton local plan. Consultation on the local plan runs from 18th February until 8th April.

It is proposed to close Carew Academy and form a new free school.

The new free school will accommodate pupils with a broader age range, support needs and pupil numbers in line with the Sutton strategy.

2. Young People's Academy and the Skills Hub

Directors were advised that an application has been made for YPA and The Skills Hub, following email approval by Directors. It is proposed to close The Young People's Academy (YPA) and The Skills Hub (TSH), and form a new free school in Hillingdon for 210 full-time children and young people aged 5 to 19 who have social emotional and mental health difficulties (SEMH) in association with a range of learning needs, including a high proportion with Autistic Spectrum Disorder (ASD).

Dr Allen said that it is hoped that the Trust will hear within four weeks if it can progress to the next stage for both applications. This will include interviews with key people, including the CEO, Associate CEO and the Headteachers.

The applications have been submitted with a proposed opening date of September 2017, although it is more likely to be September 2018.

Parents of both schools have been sent a letter about the application, and the responses have been positive.

Dr Allen said that the team involved had worked hard to complete the submission to meet the deadline.

Directors **NOTED** that there will be an option not to proceed if need be.

A discussion followed about the sad news of the suicide of a pupil at YPA. Directors noted the support the Trust had given to the school at this difficult time, highlighting the benefit of working as a Family. Directors were also keen to offer their support where possible.

Directors **NOTED** the continued progress being made at YPA to change the culture and improve quality. Numbers on roll are increasing and are currently at 55, with a target to reach 60 by Easter.

5. The Kingston 3: Dysart, Bedelsford, St Phillips

Directors **RECEIVED** the due diligence report and the draft commercial transfer agreement (CTA) for Dysart and Bedlesford and noted that St Philips is being prepared and will follow the form of Dysart's. Directors agreed that having three good and outstanding schools in the Trust will add great benefit to the family.

Directors **APPROVED** the conversion of the 3 schools to academies under OHCAT on 1st April 2016, subject to the final approval of the schools' governing bodies and the DfE.

Directors **NOTED** that the CEO has met again with the DCS in Kingston/Richmond, Nick Whitfield, along with members of his team in the company 'Achieving for Children' (AfC) and with the commissioner from Royal Borough of Kingston (who commissions AfC to run the children's' services for the borough). Mr Whitfield had previously hoped that the 3 Kingston schools, along with the two SEN special schools in Richmond, would form a MAT and, therefore, the dynamic between OHCAT and AfC is taking some time to gel. However, it has been agreed that a Memorandum of Understanding will be generated to reassure Councillors and others that we intend to move forward collaboratively and in the best interests of the local communities there. This MoU will be mirrored by the intended Richmond SEN MAT, which is expected to form later.

AfC intend to set up a primary SEN and secondary SEN Free School in Kingston. The primary one had previously been discussed with Dysart school. The CEO suggested that if AfC is creating primary places then, over time, there could be a strategic discussion regarding alignment of the two provisions. However, an additional SEN FS could create competition for Dysart. Dysart is an outstanding school (3 Outstanding grades in succession). The CEO has raised the issue with the RSC.

6. OHCAT Risk Management

Directors **RECEIVED** the risk register and noted that there has been no movement of risk since last term.

Directors **NOTED** the Academies Dashboards LGB minutes.

Directors **RECEIVED** the CEO's Report.

7. Discussion-Compliance

Dr Allen gave a short presentation on the Directors compliance role and then opened the item up for discussion.

Directors noted that their key compliance areas are:

- Safeguarding incl. Prevent
- Health & Safety
- Data Protection
- FOI
- Academies' Handbook (includes charity & company law & funding body regs)

Key points from discussion:

- The consolidated OHC&AT dashboard should capture these key compliance matters.
- Directors need to continue to receive assurances that these key areas are being addressed. This has been strengthened by the forming of the OHC&AT Audit committee.
- Directors need to receive an assurance framework, whilst acknowledging the complexities of this across the Family. The framework should include a column for portfolio holders.

ACTION: Dr Allen to provide an assurance framework, including a column for portfolio holders.

- Compliance links with succession planning for the CEO, as directors need to be assured that systems are in place should the unexpected happen.
- Directors need to be aware of their role in the processes and systems. i.e. How are directors making a difference and making the right decisions for pupils/students. The portfolio leads are an important and effective way of ensuring this happens.
- Directors need to continue to be aware of their duties specified in the Academies Financial Handbook. Mrs Jenkins confirmed that this will be included in the internal audit plan that will be received by the Audit committee in May.
- The integrated approach should be further embedded across the family. Key compliance areas should be clearly linked to a portfolio area on the assurance framework to ensure a record of scrutiny. The portfolio grid is available for Directors to raise any issues arising from their portfolio activity.
- Directors considered that they continue to engage in 'horizon scanning' and thinking strategically, in order to raise with the Executive areas in which greater assurance or risk mitigation may be needed at any given time.

- The Strategy document should be revisited at the summer term Away day. Dr Allen to contact directors in between time.

ACTION: Dr Allen to provide an updated strategy document for the summer term Away day and contact Directors in between time for their input.

- Directors need to capture the bigger picture in policy environments e.g. New national funding formula.
- Thought should be given to asking subject specialist to input to help directors to critically appraise.
- Now that the key HR and core policies have been harmonised, there Equality Impact assessments should be revisited.
- Need to continue to ensure that policies are understood and adhered to and core policies are accompanied by relevant training and a monitoring process.
- Directors noted the benefits of the College incorporating a Training School. Dr Allen said the College will be putting together modules of qualifications for future leaders for senior and middle managers. These staff are also given the opportunity to be a governor on the LGBs of the schools in OHCAT.

Directors **NOTED** that there will be further opportunity for discussion on this issue at the summer term Away day.

8. Finance and Funding

OHC

i) Delegation/Authorisation Limits

Mrs Jenkins explained that the full Finance regulations will be revised for the summer term Board meeting. These revised delegation/authorisation limits are in line with the new signing structure.

Dr Watkins suggested that these should be reviewed in a year to ensure that they remain fit for purpose.

Mrs Francis also questioned the HMRC limitations for mileage allowance.

Action: Mrs Jenkins to check the HMRC limitation figure for mileage allowance.

Directors **APPROVED** the delegation/authorisation limits.

ii) Confidential

OHCAT

Mrs Jenkins reported that she had met with Stephen Lawes to discuss the accounts. Mr Lawes was content that the information provided was accurate but had some concerns about the presentation for the accounts. This will be improved for the next meeting, showing a breakdown of each Academy's budget.

Mrs Jenkins said that numbers on roll at Carew are better than expected, but slightly lower in YPA. However, YPA is on target to meet its PAN, and the school is currently in negotiations with the LA to extend the period that they will subsidise the school up to its PAN.

There are some long term absences at Carew, which are accounted for. All costs are being controlled, and the Trust has strong reserves and a strong cash position.

Directors **RECEIVED** the OHCAT Management Accounts.

9. Policies

Directors were advised that the following policies have been aligned and any comments from Directors have been incorporated.

IT Acceptable Use

Anti-Bullying

Anti-Radicalisation

Risk Management

Risk Assessment

Pay Policy (Minor amendments made to policy signed off by Board on 26th November 2015)

Mrs Francis had some suggested amendments to make to some of these policies. Directors **AGREED** that Mrs Francis would give those amendments to the clerk and any amended policies would be circulated again by email for approval.

10. Resolutions

i) OHC

Rama Venchard confirmed the resolutions made by the OHC Directors at this meeting (Appendix 1).

Directors **APPROVED** the resolutions.

ii) OHCAT

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

Directors **APPROVED** the resolutions.

11. Dates of Future meetings

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

OHC&AT Family Board

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

Friday 9th December 2016 at 1.00(lunch from 12.30pm)

Friday 17th March 2017 at 1.00pm at VPC

OHC&AT Audit Committee

May meeting tbc

Clerks note: date now confirmed as Tuesday 24th May 2016 at 11.00am at VPC

Friday 9th December at 10.00am at VPC

OHC&AT Remuneration Committee

Friday 21st October at 2pm at VPC.

12. Any Other Business

CONFIDENTIAL

13. Confidentiality

Directors **RESOLVED** to make minute 8ii) and minute 12 confidential.

The meeting closed at 3.30pm

Chair----- Date-----