



Minutes of the Orchard Hill Family Board meeting held on Tuesday 30th June 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 YPA/HTC- Observer
 Mark Whitby-Associate CEO
 Tracey Trotter (for item 9a)-Executive Head for Business Support Services
 Janet Sherborne (for item 10)-Executive head for Learning Services

The meeting was chaired by Darren Coghlan.

1. Welcome and Apologies

It was **NOTED** that apologies for absence had been received from Dr David Watkins(OHC), Dr Kaf Tay (OHC), Kevin Finnigan (OHCAT) and Mary Francis (OHCAT).

The clerk advised the Board that all absent Directors had either met with Dr Allen 1:1 to discuss the papers or given comment/feedback by phone/email.

Round the table introductions were made.

2. Declarations of Interest

Darren Coghlan declared an interest re Southwark item in CEO's report, as he is the Head of Secondary and FE employments and Inclusion for the London Borough of Southwark.

Eamonn Gilbert declared an interest re Kingston item in CEO's report, as he is the Education Commissioning Lead for Achieving for Children, Kingston.

Rama Venchard declared an interest re HTC due diligence as he was the project manager for this work.

3. Chair's Action

OHC Directors **NOTED** the following Chair's Action taken since the last meeting;

- i) Approval of part-time Associate CEO, Mark Whitby to support the workload of the CEO during the set-up and expansion programme. The Chair of the OHCAT Board was also consulted.
- ii) Approval to send Pensions Letter to London Borough of Sutton.

4. Constitution and Appointments

a) OHC

- i) Directors **APPROVED** the appointment of Mr David Thomas to the Orchard Hill Committee (and noted the two vacancies remaining for co-opted governors and one for a parent/family representative governor).
- ii) Directors **APPROVED** the draft Articles of Association for Orchard Hill College (Charity).

b) OHCAT

- i) Directors **AGREED** that the elections for Chair and Vice Chair of the OHCAT Board will be carried out in the Autumn term 2015 to coincide with the election of the Chair and Vice-Chair of the OHC Board.
- ii) Directors **APPROVED** the following appointments to the Young People's Academy Local Governing Body:

Mary Francis (Chair)

Kathrine Everett (Vice Chair)

Councillor Peter Davis
 Ross McDonald
 Liz Horrigan
 Hayley Watson (Staff governor)
 Zoe Hammond (Parent Governor)

Directors also noted that there are 2 vacant seats for parent and staff governor that are being held for when The Skills Hub joins the Trust on 1.9.2015. YPA and The Skills Hub will be a joint LGB.

5. Minutes

i) OHC

Directors agreed and signed the minutes of the Orchard Hill Family Board meeting held on 27.2.2015, together with the resolutions for OHC.

ii) OHCAT

Directors agreed and signed the minutes of the Orchard Hill Family Board meeting held on 27.2.2015, together with the resolutions for OHCAT

6. Matters Arising

- i) Further to minute 2, Directors **NOTED** that Dr Allen is continuing to seek further Directors for the OHCAT Board. A potential candidate is an officer from London Councils.
- ii) Further to minute 6, Directors **NOTED** that Dr Allen has included succession planning for the CEO in the risk register.
- iii) Further to minute 6, Directors **NOTED** that Mr Finnigan had sent a letter to Colin Stewart with regard to the viability of Carew. An update was included in the CEO's report.
- iv) Further to minute 6, Directors **NOTED** that an item with regard to the approval of the conversion of HTC to an academy sponsored by OHCAT was included in the CEO's report.
- v) Further to minute 6, Directors **NOTED** that an item with regard to the approval in principle of the conversion of Dysart to an academy sponsored by OHCAT was included in the CEO's report.
- vi) Further to minute 6, Directors **NOTED** that the paperwork for this meeting has been streamlined and background papers to the CEO's report had been placed on the portal.
- vii) Further to minute 8ii), Directors **NOTED** that an item had been included on this agenda to allow for a detailed discussion on Strategy and Growth.
- viii) Further to minute 9, Directors **NOTED** that the clerk had circulated further dates for this meeting.

7. CEO's Report

Directors were advised that all background papers for the CEO's report are available to view on the portal.

OHC

1.1 Conversion

- Directors **APPROVED** the Articles of Association (minute 4 a) ii) also refers)
- Directors **NOTED** that they have been appointed as Directors of Orchard Hill College Charity with effect from 28.1.2015 for a four year term of office.
- Directors **NOTED** the following information:
 Consultations for conversion and for TUPE did not raise any significant issues
 EFA approval has been confirmed following an in depth process
 SFA have confirmed budget allocation 15-16 and the College has registered as Orchard Hill College on the Register of Training Providers. Leases are being novated. It is anticipated that the whole of OTH will be leased to the College as Sutton College is expecting to downsize .
 VAT allowance has been factored into the budget and minimised where possible.
 A fundraiser company has been commissioned following a tender process to develop charitable fundraising strategies and to enable acquisition of charitable funds especially for Capital projects.

1.2 OHC&AT Strategy

This item was discussed under item 8 on the agenda.

1.3 Risk Management

Directors **RECEIVED** the Dashboard, Risk Register and Movement Chart.

1.4. Growth of College Centres

Hillingdon Centre-Dr Allen explained that early discussions have evidenced student need in this area and the next step is to explore with Hillingdon LA and partners the establishment of a College centre. Directors asked about traineeships and Dr Allen advised that there are currently five traineeships in Hillingdon, being run from YPA. The students spend one day per week in the classroom and two days on work placement. Dr Allen said that Hillingdon have approached her as they are keen to have a coherent 0-25 borough offer across provisions. Dr Allen said that there is increasing demand and she has asked the LA to provide her with more detailed demand data to provide the evidence base. OHC&AT will be able to cluster provision, which reflects the OHC&AT strategy.

Mr Coghlan asked about shared services and the rules about procurement.

Dr Allen explained about the 'family sharing' approach. The intention is for staff to have shared contracts, which will avoid incurring VAT and minimise procurement work.. Discussions are taking place with lawyers on how to move this forward.

Directors **APPROVED** in principle the exploration with Hillingdon LA for the establishment of a College centre to meet student need in this area.

Eden Trust- Dr Allen explained that Eden Academy Trust in Hillingdon has initiated discussions with OHC following a recommendation from the DfE. The Trust provisions are graded Good/Outstanding and it holds similar values and principles to the College. Directors asked about the type of provision at the Trust, which Dr Allen confirmed as PMLD and SLD. Mr Gilbert said that the Board needs to be mindful that if the College acts as the sub-contractor for this Trust, it will inherit their outcomes. Dr Allen agreed and said that the College will need to carry out thorough due diligence on their data.

Directors **APPROVED** in principle the exploration with Eden Trust sub-contracting through the College for post 19 provision.

Provision in Southwark 15/16-Dr Allen asked for Directors' approval to explore expansion of provision in Southwark. She said that there is increasing demand for provision in this area and the College's Lomond House centre is full.

Directors **APPROVED** in principle the exploration of expansion of provision in Southwark 15/16.

1.5. Governance

Directors **NOTED** that an external review on governance has been carried out by an AoC National Subject Specialist in Governance and a further review will be carried out in the Autumn term.

1.6 Structure

Directors **NOTED** that following a recommendation from Directors that the CEO should seek to identify a temporary professional assistant to support her workload, Mark Whitby has been appointed as a part-time Associate CEO. This had been approved by Chair's Action (minute 3i) refers).

OHCAT

2.1 OHC&AT Strategy

This item was discussed under item 8 on the agenda.

2.2 OHC&AT Risk Management

Directors **RECEIVED** the OHC&AT Risk Register and **NOTED** that a movement chart will be presented next term. The OHCAT risk register has been separated from the OHC one, following advice from internal auditors.

2.3 Carew Academy

Directors were advised that Sutton is considering disposal of land at Wallington Halls which would be suitable for a Carew Academy new build. Outline drawings have been drafted without cost in order to generate consideration for use of the site, but further work will be needed to work up a feasibility. Dr Allen has written to the LA to advise them that the Trust does not have the funds to scope this further work and has asked for them to pay as part of the 'best endeavours' clause included in the Commercial Transfer Agreement. The EFA have been advised and have reassured the LA that the land will not be used to build a new free school. Dr Allen explained that Sutton will contribute the land but the Trust will need to identify the capital. The Trust has commissioned fundraising consultants and part of their remit will be to raise funds for the feasibility for this project.

Directors asked about the capacity of the potential new site. Dr Allen said that that site is not as large as the current site. Plans to use the second floor of the Vocational Progression Centre for the sixth form will continue. Consideration is also being given to changing some provision at the College Bedzed site for the school's primary provision.

Directors advised that the conditions of the tenure should be checked to confirm that it will be freehold.

Dr Allen said that there are other bidders, the only other viable one being for housing. Directors discussed various ways that the Trust could pursue this matter, including closing Carew on the basis that it is not fit for purpose, which would create a demographic demand to enable the Trust to put in a free school application for the site.

Action: Dr Allen to explore this option further.

Directors **APPROVED** in principle to explore the Wallington Halls site further.

Directors **NOTED** that Carew has been graded as Good by Ofsted, with Behaviour and Safety graded as outstanding. The Board recorded their congratulations to John Prior and the school for this excellent result.

Directors **NOTED** that Sutton has confirmed additional top-up funding for 15-16. Information on this is included in the budget papers (minute 9ii) refers). Dr Allen said there is still a shortfall of approximately £11k, and a further set of pupils have been submitted to the LA for review. Dr Allen said that she is confident that the recent Ofsted grading will improve the reputation of the school and attract more applicants. Sutton has reviewed the previous work on the top-up consultation and a proposal will go to the Formula review group in early Autumn and then out to consultation.

Directors **NOTED** that the Vice Principal is leaving in July and two strong Vice Principals have been appointed; Helen Morris (external candidate) and Craig Smillie (currently Assistant Head).

Directors **RECEIVED** the Carew dashboard and key risks document.

2.4 Young People's Academy

Directors **NOTED** the following information:

- A new senior team is fully in place (external candidates), and they are making good progress.
- The LGB induction and first meeting takes place on 16th July. Mary Francis has been appointed as Chair of the LGB. (minute 4b(ii) refers)
- Opening event/community day was a great success.

Directors **RECEIVED** the YPA dashboard and key risks document.

2.5 Hillingdon Tuition Centre

Mr Venchard reported on the due diligence work that has been carried out prior to the conversion of HTC. He confirmed that there are no areas of any major concern.

The Supplementary Funding Agreement has been agreed and signed and the Commercial Transfer Agreement (CTA) is in progress. The Trust will ensure that there is a commitment from the Council included in the CTA, to release capital receipts if the land is disposed of.

The DfE have confirmed that the PSB2 (Primary Schools Build phase 2) will still go ahead and will not be affected by the transfer.

Directors asked for assurance that the top-up funding from the LA is secure. Ms Cornwell said that she had been part of the consultation as Headteacher of HTC and the top up has been confirmed as the expected amount. Mrs Jenkins confirmed that the finances are strong but there may be a need to review the Service Level Agreement further down the line.

Ms Cornwell said that she was confident that HTC (to become The Skills Hub on conversion) will reap the benefits of joining the Trust.

Directors **APPROVED** the conversion of HTC as an Academy under the sponsorship of OHCAT.

2.6 The Kingston 3 and others (Confidential)

Dr Allen provided an update on the 3 Kingston schools that are considering joining the Trust and other schools showing interest.

She reported that Kingston LA have proposed to form a Trust with the SEN schools with the DCS as CEO. The schools are not keen.

Dysart have resolved to join OHCAT and will submit their application in July for an Academy Order to be issued. They are undertaking to resolve some minor HR issues in June ahead of submission.

St Philips' and Bedelsford's Headteachers are exploring joining OHCAT. Their Governors are considering.

Dr Allen has been invited to meet with two mainstream schools (one in Kingston, one in Hillingdon) who are exploring options.

It is possible that Willows in Hillingdon may make an approach as the Headteacher is keen and a new Chair has been appointed there.

Directors were satisfied that these discussions fit with the strategy

Directors **NOTED** this information and asked Dr Allen to keep them updated on any further progress.

8. Strategy Discussion

These notes have been compressed to summarise the direction of travel.

Dr Allen explained that she had placed this item on the agenda as Directors had indicated last term that they would welcome an opportunity during the meeting for an open discussion on the strategy.

She reported that the Strategy and Growth plan has been updated but is still in draft form. She will provide a report on KPIs for the next meeting, after the year end.

Recent developments include re-branding from OHCAT to OHC&AT, a new website in September, continued alignments and the Shared Services brochure.

Directors noted the high level of progress that has been made against the strategy.

Dr Allen said she would welcome advice on options and solutions for the four key risks identified in her presentation from her individual discussions with Directors.

Directors posed questions and made comments as follows:

- **Maintaining Cultural Integrity during expansion (outcomes for pupils/students, community focus, mutual benefit, ethos)**

- Need a shared leadership programme across all staff and Directors in the Trust, need to keep 're-owning' the culture. Vital for succession planning.
- A common sense of purpose that is maintained. Awayday for Directors and SLT to embed this purpose.
- Need to set the culture through induction, appraisals, development programmes etc. Currently, Directors/Governors receive a comprehensive induction. Each setting currently has its own induction for staff but this will eventually be aligned across the Family. The appraisal system has been aligned. Regular review important.
- Values should be clearly stated in the appraisals. Currently explicit in the leadership appraisals and implicit in teachers' appraisals. Vacancies are advertised across the Family and contracts state that staff must be prepared to work across the Family.
- Need to be mindful that sub-contracting could 'dilute' the ethos.
- Need to think about the benefit of new members joining the Board, and ensure that they quickly become owners of the culture.
- Ethos needs be explicit and clearly linked back to any development planning. Message conveyed consistently, students are always the key focus and the Family can bring mutual benefit. This is particularly important for the shared services model where there needs to be a customer focus. Income targets for services have been set but teams must be mindful of the mutual benefit to students and the wider community. Staff must be clear that the focus of decision making and developments is core purpose.
- Continue to ensure staff are involved in refreshing the ethos and vision of the organisation
- The next step is to galvanise the outstanding practice in this organisation into the written word with clear and concise values with signposts for people to follow which do not negate ambition and creativity. Acknowledged that words are only a starting point and do not replace actions.

- **Retention of high calibre family members, exec and non-exec, including potential grade 1 and 2 academies, and maximising their impact (as well as recruitments and succession preparation)**

- Focus on what motivates people ensuring they have a sense of purpose, development, recognition and value. Ensure that there is leadership development and opportunities within the Family to progress. Staff should be

given a portfolio of responsibilities that keeps them motivated and interested. Pay is an additional factor.

➤ Recognition that keeping high calibre staff is a challenge, especially as there is active headhunting in the sector. The College is good at recognising staff that want to be better and is supportive. The training school will help to develop people.

- **Pacing expansion to match capacity and priorities (in College, sponsored academies and Affiliates)**

- The Trust could acquire additional staff as a result of the Sutton spin-out process. There will be a need to focus on the core purpose. Affiliates should be considered a addition and still bring mutual benefit. Growth needs to be managed carefully. It is reasonable to see the Sutton spin out as being about the local community and benefits to the community and students. Need to ask the question 'Are we satisfied that we are making a difference to children and young adults' lives both when they arrive and further on?'
- The core of this discussion is the excellence of the teaching and learning. Need to maintain our 'centre of excellence'. Need to ask 'How much can we do and still be outstanding?' Mustn't do anything that compromises that. Assume that every academy that joins us will become or remain outstanding. Revisit the values every time an interest is expressed in joining the Trust.

- **Managing potential funding and policy fluctuations in a turbulent marketplace**

- The Board needs to help Dr Allen to influence policy. Dr Allen already does this by making use of her national networks e.g. with the EFA. Directors need to do the same to influence policy. The external governance review that has just been commissioned is an example of where the Trust can potentially feed something into the national arena. Need to spread the word in a structured way.
- Need to look intelligently at where fluctuations occur and embed the core elements and build creative solutions.
- Need to manage progression across the Family i.e. be aware of when a student cannot achieve 5 GCSE grades, and ensure they follow a traineeship programme instead and then onto an apprenticeship.
- To note that the College has commissioned fundraising consultants who are currently scoping potential bids. This needs to be further developed over the next year.

Directors **APPROVED** in principle a phased approach to company configuration, using joint contracts to maximise skills base whilst maintaining procurement compliance and minimising VAT impacts. They also agreed to keeping a possible services/trading company as an additional phase if required.

Directors **APPROVED** in principle a balanced approach to the volume of affiliates, ensuring that OHC and sponsored academies form the core and affiliates are managed as a subsidiary activity.

Directors **APPROVED** in principle the due diligence and negotiation processes with Sutton LA support services and Hillingdon Placement Services

9. Finance and Funding

i) OHC

Ms Trotter joined the meeting

a) Management Accounts

Ms Trotter was asked about the variance in agency costs. She confirmed that for posts that are currently vacant, an assumption is made that the post will be filled by agency . Next year, there is an assumption that 10% of posts will be filled by agency staff. The budget needs to give flexibility in staffing in order to meet student need. There is currently an exercise to develop a deeper understanding of the staffing profile.

Ms Trotter said that next year, there will be an opening balance sheet for assets. In addition the College is working with fundraising consultants to create an income stream for fundraising, which is permissible now that the College is a charity.

Mr Whitby said that the College wants to align the current fee structure and work is progressing on this.

Directors **RECEIVED** the management accounts.

b) Pensions report

Ms Trotter reported that following advice from an independent actuary who has suggested that the assumptions are currently harsh towards the College, the College sought Mr Coghlan's approval to send a letter to Sutton to challenge their assumptions. (minute 3ii) refers).

Directors asked what would happen to the pensions liability and Ms Trotter confirmed that it would be carried in the College's balance sheet . The fixed asset balance is currently expected to cover this deficit but not yet confirmed as negotiations are still continuing as to the status of lease arrangements, particularly Old Town Hall. There is a small risk that there may be a negative balance sheet because of the scale of the pension deficit.

Mr Lawes commented that the effect of FRS17 is not a 'going concern' issue. There may be some impact on the revenue account and this in turn could effect of quality of education provision. This will need to be kept under review.

Directors will be kept informed of any progress made.

Directors **RECEIVED** the pensions report.

c) Budget 15-16

Directors **APPROVED** the Budget for 15-16

d) External Audit Plan

Directors noted that the annual accounts have now been signed off. Casterbridge accounts will be produced this year to ensure consistency.

Directors APPROVED the external audit plan.

ii) OHCAT

a) Internal Audit Report

Directors **RECEIVED** that internal audit report .

b) Financial Regulations

Mrs Jenkins reported that changes had been highlighted in green. A Reserves policy has been added.

Directors **APPROVED** the financial regulations.

c) HTC 3 year forecast assuming opening on 1 September 2015.

Directors noted that the budget for HTC comes with cash reserves which makes this a sound academy to take on financially. There are assumed savings of £61k which will be made across the two sites. There will be no redundancies.

Directors **APPROVED** the HTC forecast.

d) Consolidated Budget to year ended 31st August 2016

Directors **APPROVED** the consolidated budget.

e) 3 year forecast for existing structure

Mrs Jenkins reported that this forecast does not include the opening balances for YPA and HTC.

There was a discussion about the unfilled places at Carew and YPA. Ms Cornwell said that she was confident that YPA will reach its published admissions number (PAN) by December.

Directors recognised that the Board needs to be alert to the fact that these places are unfilled.

Dr Allen confirmed that the sixth form places are not being funded at element 1 and 2. The EFA are aware.

Directors **APPROVED** the 3 year forecast for the existing structure.

f) Consolidated Management Accounts to April 2015 including forecast to year ended 31st August 2015.

Mrs Jenkins explained that this forecast was set for YPA before HTC expressed an interest in joining the Trust so there may be some savings to be made across the two sites. No capital has been included. The Trust is starting to build healthy cash reserves.

Directors **APPROVED** the consolidated management accounts.

Janet Sherborne joined the meeting.

10. Policies

Directors were advised that following the alignment of OHC and OHCAT, a review of all OHC&AT polices has been undertaken in order to align policy and procedure across the organisation.

Portfolio holders have been sent relevant polices for review and comment. Comments have been received and incorporated. The aligned policies are as follows:

- Admissions
- Compliments and Complaints
- Data Protection
- Equality and Diversity
- Freedom of Information
- Health and Safety
- SEN
- Staff Code of Conduct
- Charging and remissions
- Child Protection (Safeguarding)
- Positive behaviour
- Relationships and Sex
- Supporting Pupils with Medical Conditions/Administration of medications etc

OHC&AT core/mandatory policies are being reviewed with external input prior to approval. These will be emailed to Directors for comment and approval.

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

11. 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.

12. Proposed Dates for Meetings

The following dates for future meetings were proposed:

Thursday 26th November 2015 (Venue to be confirmed but possibly Southwark)

Thursday 3rd March 2016 (VPC)

Thursday 30th June 2016 (VPC)

13. Any Other Business

Dr Allen thanked the Board for their helpful and constructive input, both today and prior to the meeting. She said their advice is invaluable in enabling her to move OHC&AT forward.

14. Confidentiality

Approval of SLAs See Part B of minutes.

All staff members (apart from the Clerk and the Finance Director) and the OHC Directors left the meeting at this point.

The meeting closed at 4.00pm.

Chair-----

Date-----