

Minutes of the Orchard Hill College Family Board meeting held on Friday 29th June 2018 at 5.00pm at Quadrant House Boardroom, Sutton.

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)
 Yolande Burgess
 Barbara McIntosh
 * Roger Mills
 Stephen Lawes
 Dr Caroline Allen (CEO)

*Denotes absence

Also Present: Tracey Goodsell-Clerk to the Board
 John Prior-Executive Head (Quality and Development)/Deputy CEO
 Corrina Jenkins-OHC&AT Executive Director, Finance
 Janet Sherborne -Executive Director OHC&AT Services
 Emma Neill-OHC&AT Director of Financial Compliance
 Suzanne Hersey- OHC&AT Director of Operations

1. Welcome and Apologies

Directors **NOTED** that apologies for absence had been received from Kevin Finnigan (OHCAT), Roger Mills (OHCAT), Darren Coghlan (OHC) Eamonn Gilbert (OHC) and Staynton Brown (OHC).

The meeting was chaired by Rama Venchard, in Darren Coghlan's absence.

2. Constitution and Appointments

a) OHC

i) Board of Directors

Directors **NOTED** that there is one vacancy on the Board. Directors have approved the appointment of Peter Lauener as an OHC Director, with effect from 1.9.2018. (*minute 5i also refers.*)

ii) OHC Committee

Directors **NOTED** that nominations are being sought for the staff governor vacancy.

b) OHCAT

Directors **APPROVED** all the appointments to the LGBs listed on Enclosure 1.

3. OHC and OHCAT Programme of Work

Directors **NOTED** the Programme of Work for OHC and OHCAT. Mr Lawes suggested that risk registers should be a standard item on every agenda.

Action: The Clerk to amend both Programmes of Work to include the risk registers as a standard item on every agenda.

4. Declaration of Interest

Dr Watkins declared that his son is the Principal of Carew Academy.

Mr Venchard declared that he is the Project Manager for schools converting to OHCAT.

5. Email Approval

Directors **NOTED** the matters they had approved by email since the last Board meeting as follows:

OHC

Approval to appoint Peter Lauener as a director from 1.9.2018 in accordance with article 24.4 of the articles of association of the Company. (*minute 2a) also refers*).

OHCAT

Approval for OHCAT to be named on the academy order for Chart Wood school.

6. Minutes

- i) OHC Directors agreed and signed the minutes and the OHC resolutions of the Orchard Hill Family Board meeting held on 16th March 2018
- ii) OHCAT Directors agreed and signed the minutes and the OHCAT resolutions of the Orchard Hill Family Board meeting held on 16th March 2018.
- iii) OHC&AT Directors **RECEIVED** the minutes of the OHC&AT Audit Committee meeting held on 9th March 2018 and 22nd June .

Dr Watkins drew the Board's attention to minute 10 of the Audit committee minutes of 22.6.2018 relating to a recent fraud incident. He said that this matter had been considered carefully by the Audit committee. Mrs Neill said that the ESFA had contacted her this morning to say that they were satisfied with the response that had

been submitted by the Trust and they were pleased to note that extra training has been implemented. The ESFA now consider the case closed and will send written confirmation of this in due course. Mr Lawes said that it was important to ensure that staff are alert and well-informed to prevent further fraud attempts. Mrs Hersey said that the central finance team have attended a Lloyds Bank webinar on Fraud and how to mitigate the risks. She said that staff need to regard themselves as gatekeepers and not feel under pressure to react quickly. She said that the Principals and finance staff in the schools will also receive training to ensure this message is conveyed across the whole organisation.

Mrs Jenkins said that there has also been an internal audit of the IT systems to ensure that the malware is sufficient to prevent these types of emails getting through the system. The results of this audit will be made available soon.

Mrs Burgess said that the Trust needs to ensure that cyber-crime is included in the Business Continuity Plan.

Action: Mrs Sherborne to review the Business Continuity Plan to ensure that it incorporates cyber-crime.

Mr Venchard asked who has Trust-wide responsibility for this area and it was confirmed that this sits with Janet Sherborne and Stephanie Hill (Director of Business Services).

Clerks note: Following the meeting, Directors were advised that the fraudulent payment has been fully recovered by our bankers and repaid into the Trust's account. The ESFA have also sent an outcome letter:



OFFICIAL SENSITIVE
St Dominics outcom

iv) OHC&AT Directors **RECEIVED** the minutes of the Chairs' Committee meeting held on 11th May 2018.

Mrs McIntosh commented that it is a useful to meet with her peer group and learn about the different cohorts in the individual schools. Mr Mercer said that there was a proposal for the committee to meet more often.

7. Matter Arising

There were no matters arising that were not covered elsewhere on the agenda.

8.CEO's Report.

1. OHC&AT

1.1 Family Strategy

Directors **APPROVED** the Family Strategy, noting that detailed discussion on the strategy had taken place in the afternoon workshop.

1.2 Update on succession planning and leadership structure arrangements

Directors asked about succession planning and leadership structure arrangements and noted that detailed discussions had taken place in the afternoon workshops.

1.3 Websites

Directors questioned the status of the websites and were advised that they are undergoing a refresh and compliance checks are being carried out.

1.4. Sutton Hub Pilot

Directors **NOTED** that as part of the development of the regional hub model there is a Sutton hub pilot to identify closer operational coordination between Carew and OHC VPC.

1.5 Overview of Quality and Finances

Directors discussed the snapshot overview tables indicating quality and finance status of each academy and College, which had also been discussed in the afternoon workshop.

1.6 GDPR

Directors **NOTED** the information on GDPR compliance, following previous discussions.

2.OHC

2.1 OHC Strategy

Following discussion in the afternoon workshop, Directors **NOTED** the OHC Strategy information, including the planned recruitment of a Head of College in September 2018.

2.2 OHC Risk Management

Directors discussed the OHC snapshot overview table indicating quality and finance and the risk register, movement chart and dashboard. They also **NOTED** that the

OHC committee dashboard and minutes and dashboard are available on the governors' portal.

2.3 OHC Curriculum and Centres

Directors discussed the update on the OHC curriculum and delivery patterns which have been adjusted for September.

2.4. Buddying Scheme

Following previous discussions, Directors **NOTED** the proposal to implement a Buddying scheme, with Year 1 and 2 students invited to Quadrant House in June. Buddying will start during 2018/19.

OHCAT

3.1. OHCAT Risk Management

Directors discussed the OHCAT snapshot overview table indicating quality and finance and the risk register, movement chart and dashboard and to also note that the OHCAT Dashboards and LGB minutes and dashboard are available on the governors' portal.

3.2 OHCAT Academies Update Overview

Directors commented on the academies update that was included in the snapshot overview.

3.3. Inspections

Directors were advised that YPA and TSH have been inspected this term. They were pleased to note that the YPA Ofsted was rated as 'Good' (TSH not yet published).

Clerks note: The TSH report has now been published:

<https://reports.ofsted.gov.uk/provider/files/2786199/urn/142107.pdf>

3.4. Accommodation

Directors **NOTED** the update on accommodation across OHCAT.

Mr Mercer reported that he had recently visited Brantridge school and reviewed the plans for the residential accommodation in the future. He said that tactical decisions have been made about the closures. Mr Lawes said it would be useful for the Board to understand OHCAT's strategy for its residential provision.

Action: Dr Allen to include a discussion item on the agenda for next term's Board meeting.

3.5 Arbour Vale

Mrs Jenkins reported that substantial due diligence has been carried out with Arbour Vale. There are currently two elements that remain unresolved: the school is carrying a large PFI commitment and the pupils are not adequately funded. It has also not been possible to agree a deficit value for the current year and previous years with Slough Borough Council. OHCAT is working hard with the school and the LA to resolve these issues and in the meantime the school is operating under a Service Level Agreement with the Trust.

Directors asked what measures have been put in place to resolve these issues. Mrs Jenkins explained that she has met with a PFI expert at the DfE for advice. The LA has offered solutions including a PFI payment holiday between 2-3 years, however the liability would still exist. They have also offered a capping to income but there needs to be further work done to confirm what that income relates to. They have also agreed to review the banding levels for pupils so that all pupils will be between Band 4 and 8 in the future. This means that if pupils currently on Band 2 and 3 are moved to Band 4 or more this would be viable. Mrs Jenkins said it may also be possible to seek exceptional support from the ESFA for the initial two years to effect change and to reduce the tie-in period down to three years.

Mr Mercer asked whether the payment holiday would be a freeze that would still need to be paid back eventually. Mrs Jenkins confirmed that it would be a deferral.

Mr Mercer also asked whether this would be sufficient to pay off the deficit. Mrs Jenkins confirmed that the PFI holiday as well as the re-banding exercise would cover the deficit.

Dr Allen said that Slough Borough Council has indicated that they would like Arbour Vale to grow and take more complex children. She said that John Prior and colleagues are working with the school on EHCP reviews. SBC have agreed an early annual review. Mr Mercer said it is important to have this confirmed in writing. Mr Venchard said this will be included in the funding agreement, the school agreement and the CTA. The Council may possibly also issue a separate 'letter of comfort'.

Directors conditionally **APPROVED** the Arbour Vale conversion to OHCAT subject to requirements being met and included in the CTA. Final Board approval will be sought.

3.6. Chart Wood

Mr Venchard said that the transfer is predicated on the Council sticking to their plans to relocate the final site and delivery of a building that meets the school and Trust's requirements within the £13m budget. The target date for transfer is 1.10.2018 but he said that there is a medium to high risk that this will not be achieved.

Mr Mercer asked about the reason for the original merger. Dr Allen said that there was only a small cohort on the Dorking site.

Mrs McIntosh asked who was taking the lead for Safeguarding in the school and Dr Allen confirmed that the school is paying OHCAT for 2 days per week for Safeguarding support from Jackie Van-West, OHC&AT's Director of Learning Support.

Directors conditionally **APPROVED** the conversion of Chart Wood to OHCAT on 1.10.2018 subject to further due diligence. Final board approval will be sought.

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

9. Finance and Funding

a) OHC

For Approval

i) Budget 18-19

Directors **NOTED** that the Budget 18-19 and the Finance regulations had been considered by the Audit Committee on 22.6.2018 and recommended for approval at this Board meeting.

Mr Venchard asked whether there were plans to move Shared Services staff from OHC contracts to OHCAT contracts. Mrs Jenkins said it is planned that this will be achieved by 31.7.2018.

OHC Directors **APPROVED** the Budget 18-19

ii) Summary of Changes to Finance Regulations

OHC Directors **APPROVED** the changes to the Finance regulations.

iii) Service Level Agreement Charges

OHC Directors **APPROVED** the Service Level Agreement charges.

For information

OHC Directors **RECEIVED** the management accounts, OHC internal Audit report and the OHC External Audit Strategy year ending 31st August 2018.

b) OHCAT

For Approval

Directors **NOTED** that the Budget 18-19 and the Finance regulations had been considered by the Audit Committee on 22.6.2018 and recommended for approval at this Board meeting.

i) Consolidated Budget 18-19

OHCAT Directors **APPROVED** the Consolidated Budget 18-19.

ii) Summary of Changes to Finance Regulations

OHCAT Directors **APPROVED** the summary of changes to the finance regulations.

For Information

OHCAT Directors **RECEIVED** the Consolidated management Accounts, the OHCAT Internal Audit report and the OHCAT External Audit Strategy tear ending 31st August 2018.

8. Policies

Directors were advised that the following policies have been reviewed and any comments from portfolio holders and other Directors have been incorporated;

NAME	TYPE	STATUS
Administration of Medication and Prescribed Substances in College	Core	Review
Admissions Policy	Core	Review
Charging and Remissions Policy	Core	Review
Data Protection Policy	Core	Review
Disciplinary Procedure	Core	Review
Equality & Diversity Policy	Core	Review
Grievance Resolution Procedure and Guidance	Core	Review
Health & Safety Policy	Core	Review
Pay Policy	Core	Review
Positive Behaviour Policy ACADEMIES	Core	Review
Positive Behaviour Policy OHC	Core	Review
SEND Policy	Core	Review
Supporting Pupils in Schools with Medical Conditions Policy	Core	Review
16-19 Bursary Policy	Additional	New
Anti-Radicalisation Policy	Additional	Review

Assessment and Examinations Policy	Additional	Review
Asthma Policy	Additional	Review
Critical Incident Business Continuity Plan	Additional	Review
Delegation of Duty Policy	Additional	New
Information and Records Retention Policy	Additional	New
Safeguarding Supervision Policy	Additional	Review

Directors **APPROVED** all the policies for final sign off by the Chairs.

9. Resolutions

i) OHC

Mr Venchard 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.

10. Dates of Future Meetings

Directors **AGREED** the following meeting dates:

i) OHC&AT Board Meetings Dates:

Friday 14th December 2018 at 1.00pm at TFL Offices, District Line Meeting Room (Room 727), 7thFloor, East Wing, 55 Broadway, London SW1H 0BB

Friday 15th March 2019 at 1.00pm (Trust Members AGM in the morning) –Venue TBC

Friday 28th June 2019 (Awayday, venue and times tbc)

ii) OHC&AT Audit Committee meeting Dates.

Friday 7th December 2018 at 10.00am at Quadrant House

Friday 8th March 2019 at 10.00am at Quadrant House

Friday 21st June 2019 at 10.00am at Quadrant House

i) OHC&AT Chairs' Committee

Friday 12th October 2018- Governors' Annual Conference –Epsom Downs Racecourse

Friday 8th February 2019-11.00am at Quadrant House

Friday 17th May 2019-11.00am at Quadrant House

ii) OHC&AT Remuneration Committee

Friday 16th November 2018 at 10.00am at Quadrant House

11. Any Other Business

i) Dr Allen reminded Directors that they were invited to the Student Awards Evening on Tuesday 3rd July 2018.

ii) Mr Venchard commented on the attendance data for Directors shown on the website 2017-18. Directors were advised that it is a legal requirement to publish Directors' attendance at formal meetings. Dr Allen emphasised that this is not a true reflection of the Directors' input and value, as she regularly meets and consults with them outside of the formal meetings.

iii) Mr Venchard asked whether OHC&AT would be moving towards using OHCAT email address for all governors, directors and members, in light of the new GDPR regulations. Mrs Goodsell confirmed that this the intention. Directors also asked if they could receive regular reminders to access the portal.

Action: The clerk to ensure the directors receive regular reminders to access the governors' portal.

iv) Mr Venchard asked about the Trust Advisers Network that had been referred to at the last Board meeting. Dr Allen said that this replaces the Development Board. She added that she has already built a network of people that the Trust can approach for support. In 18/19, additional fundraising will be carried out under the remit of Stephanie Hill, Director of Business Services. It was agreed that this will be an item for discussion at the net meeting.

Action: The clerk to re-circulate the paper on the Trust Advisers Network and to include an item on the next OHC&AT Board agenda.

v) Mr Prior reported that the recent teaching school application had not been successful due to SEN restrictions but the training school is continuing the activity. Dr Allen said that the Trust will instead be applying for grants and has received capacity funding from the RSC.

vi) Mr Venchard asked for future college dashboard to show salary costs as a percentage rather than a figure.

Action: Mrs Sherborne to ensure that the salary costs are shown as a percentage rather than a figure.

Confidentiality

There were no confidential items.

CHAIR----- DATE-----