

Minutes of the Orchard Hill College Family Board meeting held on Friday 14th December 2018 at 1.00pm at Transport for London, District Line Room, Room 727, 7th Floor, East Wing, 55 Broadway, London SW1H ODB.

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

OHCAT Board Members: Jay Mercer (Chair)
 Kevin Finnigan (Vice Chair)
 Yolande Burgess
 Barbara McIntosh
 Stephen Lawes
 Dr Caroline Allen (CEO)

*Denotes absence

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

Observers Laurie Cornwell-Executive Principal, YPA/Skills Hub
 Susanne Wicks-OHC&AT Governance Manager

Part A

1. Welcome and Apologies

Directors **NOTED** that apologies for absence had been received from Rama Venchard (OHC), Eamonn Gilbert (OHC) and Staynton Brown (OHC). Mr Lauener was welcomed to his first OHC&AT Board meeting and introductions were made.

2. Election of Chair and Vice Chair

i) OHCAT-Chair

Directors were advised that Mr Mercer had indicated that he would be willing to stand as Chair of the OHCAT Board until autumn term 2019. Other nominations were invited but none were received. Directors voted unanimously in favour of Mr Mercer being Chair until autumn term 2019.

i) OHC-Chair

Directors were advised that Mr Coghlan had resigned as Chair of OHC. Mr Lauener indicated that he would be willing to stand as Chair of the OHC Board from 1st January 2019 until autumn term 2019. Other nominations were invited but none were received. Directors voted unanimously in favour of Mr Lauener being Chair from 1st January 2019 until autumn term 2019.

ii) OHC-Vice Chair

Directors were advised that Mr Venchard had indicated that he would be willing to stand as Vice Chair of the OHC Board until autumn term 2019. Other nominations were invited but none were received. Directors voted unanimously in favour of Mr Venchard being Vice Chair until autumn term 2019.

iii) OHCAT-Vice Chair

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 2019. Other nominations were invited but none were received. Directors voted unanimously in favour of Mr Finnigan being Vice Chair until autumn term 2019.

3. Constitution and Appointments

a) OHC

i) Board of Directors

Directors **NOTED** that, following Mr Coghlan's resignation as Chair of the OHC Board of Directors, he has put himself forward to be appointed as an OHC member.

Directors considered and **APPROVED** Mr Coghlan's appointment

Directors **NOTED** that there is one vacancy on the Board. A person with the appropriate skillset is being sourced to fill this vacancy.

ii) OHC Committee

Directors **APPROVED** the appointment of Dave Hobday as Chair and Michelle Humphries as Vice Chair on the OHC Committee until autumn term 2019.

b) OHCAT

i) Board of Directors

Directors **NOTED** that there is one vacancy on the OHCAT Board. OHCAT members have been asked to consider the appointment of David Winkler as an OHCAT

Director with the portfolio for Business Development and Marketing. Directors will be notified once this appointment has been made.

ii) **OHCAT Member Appointment**

Directors were advised that the OHC Board appoints a representative as an OHCAT member. This was previously Darren Coghlan, but following his resignation, Directors were asked to appoint another nominated person to be the College representative member. Dr Watkins indicated that he would be willing to be appointed to this role.

Directors to **APPROVE** Dr Watkins appointment as an OHCAT member, subject to there being no conflict of interest.

Action: The clerk to check that Dr Watkins' appointment as an OHCAT member does not pose a conflict of interest as his son is an OHCAT Academy Principal.

i) **Approval of OHCAT Documentation**

Mrs Goodsell explained that the Scheme of Delegation and Schedule of Responsibility have been presented for annual review. No changes have been made to the Scheme of Delegation. The Schedule of Responsibility has been changed to reflect Mr Prior's new job title and to amend all references to Principal/Headteacher to Principal. The only other change is in respect of exclusions, to make explicit that the Board will delegate responsibility to the LGB to appoint a panel to hear permanent exclusions '***and other fixed term exclusions as set out in the DfE Exclusions Guidance 2017***'.

OHCAT Directors **APPROVED** the Scheme of Delegation and Schedule of Responsibility.

ii) **Appointment of Academy LGB Governor**

Directors **APPROVED** all the appointments to the LGBs.

4. Declaration of Interest

- i) Mr Prior and Mrs Goodsell declared that they are brother and sister.
- ii) Dr Watkins declared that his son is the Principal of Carew Academy.
- iii) It was **NOTED** that Directors have completed their annual declaration of interest forms.

5. OHC&AT Skills Audit Analysis 18-19

It was **NOTED** that Directors have completed their annual skills audit forms, which inform future appointments.

6. Board Development and Training

As part of their own Continued Professional Development, Directors were advised to visit the Training and Resources section of the governors' portal to review the presentation from David Scott on Effective Governance, which he had delivered at the Governors' conference on 12.10.2018 and also Annex C of the Academies Financial Handbook 2018, which sets out the Schedule of Requirements.

7. Email Approval

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

OHCAT

- Approval of the Arbour Vale Due Diligence report.
- Approval for specific cash advances for schools.
- Approval for transfer of Chart Wood school.

8. Minutes

- i) OHC Directors agreed and signed the minutes and the OHC resolutions of the Orchard Hill Family Board meeting held on 29th June 2018.
- ii) OHCAT Directors agreed and signed the minutes and the OHC resolutions of the Orchard Hill Family Board meeting held on 29th June 2018.
- iii) OHC&AT Directors **RECEIVED** the minutes of the OHC&AT Audit Committee meeting held on 22nd June 2018 (approved) and 7th December 2018 (draft).

9. Matter Arising

- i) Further to minute 3, Mrs Goodsell confirmed that the OHC and OHCAT Programmes of Work have been amended to include the Risk Registers as a standard tem, to reflect current practice.
- ii) Further to minute 6, Mrs Sherborne confirmed that, as requested by the OHC&AT Board, the Business Continuity Plan is being reviewed to ensure that it adequately covers Cyber-Crime and will be brought to the Board for approval. She also confirmed that insurance cover has been taken out against this specific risk.
- iii) Further to minute 8.3.4, Directors noted that there was a specific item regarding OHC&AT's Accommodation Strategy under the CEO's report.
- iv) Further to minute 11iv), Directors received the Trust Advisers Network leaflet.
- v) Further to minute 11vi), Directors noted that the salary costs on the dashboard were now shown as a percentage.

10. CEO's Report.

1. OHC&AT

1.1 Family Strategy

Directors considered the Family Strategy which had been discussed in detail at the last Awayday in June.

They had also asked to see an Accommodation Strategy which had been circulated. Dr Allen said a more detailed version would be presented to the Board during 2019. Mr Mercer said that he would be interested to see the pre-planning application for the SAS schools. Dr Allen said that this matter relates to item 3.6 in her report. There is a capital shortfall and she is following this up with ESFA colleagues. Mr Mercer confirmed that he would like to be involved in these discussions as part of his role as the allocated Director for the SAS Hub.

1.2 Overview of Quality and Finance

Directors considered the overview of quality and finance in the OHC and OHCAT Risk registers and noted that these had been discussed in detail at the Audit Committee meeting.

Mr Lawes added that there are some schools that are currently showing as an amber or red risk. However, Audit committee members had sought assurance from the finance team that plans are in place to address these risks. The risks will be reviewed again in March when it is expected that the financial position of these schools will be more positive.

Mrs Jenkins confirmed that budget freezes have been placed on two of the schools. Directors asked how this stipulation has been received by the Principals of those schools. Mr Prior confirmed that it is a test of the relationship between the schools and the Trust. However, he said that any negativity has been largely avoided due to the collaborative, transparent approach OHCAT has taken in working with the Principals. Mr Mercer asked that Directors are kept informed of any potential relationships risks.

1.3 Health and Safety Executive Committee

Directors noted the proposal to create a Health and Safety Executive Committee, which will include representation from OHC&AT Board members. It is proposed that the two Health and Safety portfolio holders, Barbara McIntosh (OHCAT) and Eamonn Gilbert (OHC) are the Board points of contact. Further information will be provided in due course.

1.4 OHC staff TUPE to OHCAT

Mrs Sherborne said that the transfer of OHC staff to OHCAT had been successful. Mr Lauener asked about the pension implications. Mrs Jenkins confirmed that these are unchanged.

1.5 VAT Group

Directors noted that OHC and OHCAT have successfully formed a VAT group on the 1st September which has resulted in a saving of £300k. Dr Allen thanked the Directors for their good advice around this matter.

2.OHC

2.1 OHC SAR

Directors **APPROVED** the SAR and noted that it will be placed on the Ofsted portal by 31st December 2018. Dr Watkins said that the SAR was an extremely well written document, accurately reflecting the outstanding College provision.

2.2 OHC Leadership Update

Directors noted that Kelly Phillips has been appointed as the Head of College. They also noted that Louise Finkle has been appointed as the Regional Lead for Hillingdon which directors recognised is a hard-to-recruit area. However, due to her current personal circumstances, she is currently not working full time and other arrangements are being made in the interim.

2.3 OHC Wyvern Centre (Hillingdon) update

Directors were advised that Wyvern has expanded into the first floor. The motor vehicle vocational offer will be moved from its current temporary location.

Dr Allen added that she has invited senior members from the DfE to visit to talk about the need for capital in the College provision. The intention is to ensure that each hub has a good offer of vocational resources.

2.4 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.

2.5 Digital School

Directors asked about the Digital School, including the digital café at Riverside Community centre where students are providing internet advice to members of the community. The intention is to replicate this model in each hub.

2.6. Big Build

Directors asked about the students that had attended the AoC's Big Build event. Dr Allen said that students of all levels had participated. The Mayor of Hillingdon had attended Wyvern and an article about the College's involvement had been published in FE News.

2.7 Higher Education

Mrs Sherborne said that the Training School is part of a Pan-London consortium and is starting to gain national recognition. Directors asked about funding. A bid will be submitted which, if successful, will fund another member of staff in the team.

3.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 noted that the OHCAT Dashboards and LGB minutes and dashboard are available on the governors' portal. They noted that the risk registers had been discussed extensively at the Audit committee meeting and the assurances received regarding risk mitigation.

Mr Prior referred to the snapshot risk summary. He said that in terms of quality, there are no schools in a red risk category, although some schools which have joined the Trust requiring improvement may be classed as a 'strong amber'. He said that he is confident that they will improve under the support and guidance of OHCAT.

3.2 OHCAT Academies Update

Directors noted the academies update in the OHCAT snapshot overview on the risk register.

3.3 Inspections

Mr Prior reported that all three Kingston schools have been inspected in the last three weeks. The Dysart report has been released and the school has maintained its outstanding judgement.

The reports for Bedelsford and St Philip's have not yet been released.

Clerk's note: Subsequent to this meeting, both Ofsted reports have now been published. Bedelsford maintained an outstanding judgement and St Philip's maintained a good judgement.

Directors asked why these schools had only received a short Section 8 inspection as Ofsted's policy note suggested that all sponsored academies should have a Section 5 inspection. Mr Prior said that he had queried this with the inspectors but they were unable to provide an answer. He added that for schools like St Philip's that are graded as good, it means they are unable to be given an outstanding judgement. He said that there had been three very different approaches to the MAT from the inspectorate. There had been no mention of OHCAT in the Dysart outcome letter whereas the inspector at St Philip's was content to speak with Mr Prior as the representative of the MAT and Mr Prior had persuaded him to speak to the Chair of the LGB.

Mr Lauener asked if any of the inspectors had shown an interest in the collaborated governance structure adopted by OHCAT. Mr Prior said that he had brought this to their attention. He is also due to meet with Matthew Purvis, Ofsted's Deputy Director of Schools Policy and he will ensure that he speaks to him about the collaborated model too.

Mrs McIntosh then spoke about the current Mental Health national infrastructure which is poor. She asked whether OHCAT had any lobbying power with the CCG's. Dr Allen said that she has tried before but this could be re-visited. Mr Prior said that OHCAT is developing a Mental Health strategy and suggested that Mrs McIntosh could be involved in this. He said that there is also a new Ofsted framework due out in January with more emphasis on well-being. He added that the strength of OHCAT is the ability to share expertise in this area.

3.4 Conversions

Mr Prior said that it has been confirmed that Chart Wood school will convert on 1.1.2019 and will form part of the SAS Hub. Mr Mercer said that he would like to visit Chart Wood school.

Action: Mrs Goodsell to arrange for Mr Mercer to visit Chart Wood school.

Mr Prior said that a new Principal was not appointed in the first round of interviews. The acting Principal will continue to be in post until a successful appointment is made.

In terms of the finances, Mrs Jenkins said that these are reported as being on track.

Arbour Vale converted on 1.11.2018. There are continued issues around the finances. OHCAT have placed a 'soft freeze' on the school's budget. The Local Authority are currently holding panels to re-assess the bandings of some of the pupils at the school. Currently 2 out of the 5 panels have been held, and 60 pupils have had their banding moved up resulting in extra income of £425k. There are 97 more pupils to re-assess and these panels will be held in the New Year. Any increases will be funded from the date of the panel.

The liabilities pre-conversion sit with Slough Borough Council but they are refusing to pay these, which is having an operational impact on the school. These issue is being escalated to Cate Duffy, Director of Children, Learning and Skills at Slough Borough Council.

3.5 Free Schools

Directors noted the update on the Free Schools.

3.6 St Dominic's, Brantridge and Grafham Grange Accommodation Review.

Directors noted the information about the SAS school accommodation review and asked to be kept updated of any further developments.

3.7. ESFA letter to Accounting Officers in Academy Trusts.

Directors noted the information included in the letter from the Eileen Milner, CEO of the ESFA.

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

11. Presentation-Annual Update on Succession Planning

As previously requested by Directors, Dr Allen gave her annual update on succession planning.

Dr Allen emphasized the importance of the shared expertise which has given greater scope for succession planning, She said that the Trustees and Members are a substantial part of this process, as the senior leadership team benefit enormously from their expertise.

OHC&AT provides coaching and training to staff to maximise opportunities for the development of future leaders.

She emphasised the importance of staff needing to feel safe and supported as they move on to the next stage of their development process and Directors agreed that this is a particular strength of this organisation.

Action: Mrs Goodsell to send the presentation to the Board with the minutes of this meeting.

12. Finance and Funding

a) OHC

For Approval

Audited Accounts 2017-18 and Letter of Representation

The audited accounts and financial statements had been considered by the Audit committee who had discussed them directly with the auditors and had been recommended for approval by the Board

Directors **APPROVED** the audited accounts, financial statements and letter of Representation, for final sign off by Dr David Watkins.

For Information

Audit Findings Report

Directors **RECEIVED** the Audit Findings report.

Management Accounts

Directors **RECEIVED** the Management Accounts.

b) OHCAT

For Approval

Audited Accounts 2017-18 and Letter of Representation

The audited accounts and financial statements had been considered by the Audit committee who had discussed them directly with the auditors and had been recommended for approval by the Board.

Directors **APPROVED** the audited accounts, financial statements and Letter of representation, for final sign off by the Chair, Jay Mercer.

For Information

Audit Findings Report

Directors **RECEIVED** the Audit Findings report.

Consolidated Management Accounts

Directors **RECEIVED** the consolidated management accounts.

Directors thanked Mrs Neill and her team for their work on the two successful audits.

13. 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
Appraisal Procedure	Core (HR)	Review
Capability Procedure	Core (HR)	Review
Complaints Policy ACADEMIES	Core	Review
Complaints Policy OHC	Core	Review

Dignity at Work Policy	Core (HR)	Review
Disciplinary Procedure	Core (HR)	Review
Family Friendly Policies and Procedures	Core (HR)	Review
Flexible Working Policy	Core (HR)	Review
Health and Wellbeing Policy	Core (HR)	Review
Induction and Probation Policy	Core (HR)	Review
Managing Sickness Absence Procedure	Core (HR)	Review
Positive Behaviour Policy ACADEMIES	Core	Review
Positive Behaviour Policy OHC	Core	Review
Reorganisation Procedure	Core (HR)	Review
School Teacher Cover Policy	Core (HR)	Review
Whistleblowing Policy	Core	Review
16-19 Bursary Policy	Additional	Review
Anti-Bullying Policy	Additional	Review
Conflict of Interest Policy	Additional	Review
Fraud Policy	Additional	Review

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

14. Resolutions

i) OHC

Dr Watkins 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

Directors **AGREED** the following meeting dates:

i) Board Meetings Dates:

Monday 25th March 2019 at 1.00pm (Trust Members AGM in the morning) –Lomond House-*Please note change from original date of 15.3.2019*

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

Friday 13th December 2019 at 1.00pm Lomond House

ii) Audit Committee meeting Dates.

Friday 8th March 2019 at 10.00am at Quadrant House, Sutton

Friday 21st June 2019 at 10.00am at Quadrant House, Sutton

Friday 6th December 2019 at 10.00am at Quadrant House, Sutton

iii) Chairs' Committee

Suggested-

Friday 14th February 2019 at 11.00am at Quadrant House

Friday 17th May 2019 at 11.00am at Quadrant House

Friday 11th October 2019 –Governor Conference details tbc.

iv) Remuneration Committee

Friday 15th November 2019 at 10.00am at Quadrant House

16. Any Other Business

The clerk asked the Board to ensure that the approved Audited Accounts and Letters of Representation were signed by Mr Mercer for OHCAT and Dr Watkins for OHC after Part 1 of this meeting.

(The Audit committee had delegated signature to Dr Watkins, in the absence of Mr Coghlan who has resigned and Mr Venchard who had sent apologies for this meeting).

Confidentiality

There were no confidential items.

The meeting closed at 2.30pm.

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