

**Minutes of the Orchard Hill College Family Board meeting
Monday 25 March 2019 at 1 pm, Quadrant House**

OHC Board: Peter Lauener (Chair)
Rama Venchard (Vice-Chair)
Caroline Allen (CEO/Principal)

OHCAT Board: Jay Mercer
Caroline Allen (CEO/Principal)
Yolande Burgess
Stephen Lawes
Barbara McIntosh

Also present: Corrina Jenkins (Executive Director, Finance) (Item 3 onwards)
John Prior (Deputy CEO) (Item 3 onwards)
Janet Sherborne, Director OHC&AT Services
Suzanne Hersey (Director of Finance) (Item 3 onwards)
Susanne Wicks (Governance Manager and Clerk)

1 Welcome and Apologies

Directors noted that apologies had been received from Staynton Brown, Eamonn Gilbert and David Watkins (OHC), and from Kevin Finnigan and David Winkler (OHCAT).

All present introduced themselves.

2 Appointment of CEO

Please refer to confidential (Part B) minutes.

3. Constitution and Appointments

a. OHC

i Board of Directors

Directors considered and **approved** Roger Mills' appointment as a Member with immediate effect.

Directors considered and **approved** Julie Stockdale's appointment as a Director with immediate effect.

Directors considered and **approved** Mark Whitby's appointment as a Director with effect from 1 September 2019.

ii **OHC Committee**

Directors considered and **approved** Ric Adam's appointment as a parent governor on the OHC Committee.

b. **OHCAT**

i **Board of Directors**

Directors noted that the Board is fully constituted.

ii **Appointment of Academy LGBs**

Directors **approved** the appointments to the LGBs.

iii **Approval of OHCAT Documentation**

Directors **approved** the updated Schedule of Responsibilities, subject to a minor amendment. The document would read:

"[The Local Governing Body] appoints a panel of least three members, one of whom must be the Executive Head of Quality and Learning Support or his/her nominee. "

iv **Review of Accounts**

Noting that approval had been sought from the ESFA, Directors **agreed**, subject to ESFA approval, to formally delegate review of the OHCAT accounts to the Finance and Resources Portfolio holders. Such review will take place three times per year, with the Board to maintain their review three times per year at scheduled meetings.

4. **Declarations of Interest**

Mr Venchard declared an interest as a Director of Silica Associates Ltd (Management Consultancy) which provides project management services to OHCAT.

5. **Board Development and Training**

The clerk drew Directors' attention to the log-in instructions for The Key, as detailed in Attachment 2.

6. **Minutes of the Last Meeting**

i OHC Directors agreed and signed the OHC resolutions of the Orchard Hill Family Board meeting held on 14 December 2018. The minutes were agreed subject to clarification of the name of the Health and Safety Executive Committee [or Health and Safety Committee] and would be signed at the next meeting. (Enclosure 6 and 6a).

- [Clerk's note: The Committee is called the Health and Safety Committee.]
- ii OHCAT Directors approved and signed the OHCAT resolutions of the Orchard Hill Family Board meeting held on 14 December 2018. The minutes were agreed subject to clarification of the name of the Health and Safety Executive Committee [or Health and Safety Committee] and would be signed at the next meeting. (Enclosure 6 and 6b).
- [Clerk's note: The Committee is called the Health and Safety Committee.]
- iii Directors received the minutes of the OHC&AT Chairs' Committee meeting held on 14 February 2019. (Enclosure 7).
 - iv Directors received the minutes of the OHC&AT Audit Committee meeting held on 7 December 2018. (Enclosure 8).
 - v Noting that the three-year budget forecasts had been circulated to the Audit Committee by email after the meeting, for their comment and feedback, Directors received the minutes of the OHC&AT Audit Committee meeting held on 8 March 2019. (Enclosure 9).

7. Matters Arising from the Minutes (Attachment 1)

- i Further to minute 3b(ii), Directors noted that advice had been sought and there would be no conflict if Dr Watkins were appointed an OHCAT Member.
- ii Further to minute 3.4, Directors noted that Mr Mercer will visit Chart Wood School on 4 April 2019.
- iii Further to minute 11, Directors confirmed that Mrs Goodsell had circulated Dr Allen's presentation slides on succession planning with the minutes of the December meeting.

8. CEO's Report (Enclosure 10)

1. OHC&AT

1.1 Family Strategy

Directors noted that minor amendments had been made to the structure charts contained in the document.

1.2 Overview of Quality and Finance

Directors noted the snapshot overview tables indicating quality and financial status of each academy and the College as contained within the OHC and OHCAT risk registers.

1.3 Reputation Management: Change of CEO Reassurances

Directors were interested to know how communication about Dr Allen's retirement had been disseminated. Dr Allen outlined the number and range of internal and external key stakeholders with whom she had met to discuss the forthcoming changes to the leadership of OHC&AT, which had been well received.

Directors **agreed** that the clerk should invite the lead RSC to a meeting of the Board in the next academic year.

Action: Clerk to invite the lead RSC to a Board meeting in 2019-20.

1.4 Reputation Management: Articles

Directors suggested that there may be an increase in press enquiries following the screening on BBC1 of a Panorama programme on 25 March about Academy Trusts, and Dr Allen reassured them that all senior staff and Principals had undertaken rigorous media training during the week commencing 18 March 2019.

1.5 Demand for SEND Places

Dr Allen highlighted OHC&AT's contribution to the research around the future demand for SEN places. Directors noted the importance of hard data and evidence to support the increasing demand for SEN provision.

Directors **agreed** to receive a presentation on this matter to facilitate further discussion at their Awayday on 28 June 2019. Ms Burgess advised that the research ties in with the 16-18 review currently being undertaken by London Councils and the GLA and undertook to provide information on the data that is held by a wide range of agencies, including the NHS, DfE and Local Authorities, which could be made available to assist the Board in the assessment of future levels of demand.

Action: Clerk to add this item to the agenda for the meeting on 28 June 2019.

1.6 Brexit: Implications for Staff

Noted.

2. OHC

2.1 OHC Strategy

Dr Allen reminded Directors that the College has its own strategy as well as forming part of the Family Strategy. She advised that the Digital School held its own annual development planning day in February, and a Services Department planning event was also scheduled to take place.

2.2 Risk Management

Directors discussed the OHC snapshot overview table indicating quality and finance and the risk register, movement chart and data dashboard. They noted that the risk registers had been discussed extensively at the Audit Committee meeting and the assurances received regarding risk mitigation.

Directors asked about the levels of behaviour incidents shown on the Dashboard and Dr Allen explained that they were as expected, and that there would be cause for concern if there were high levels of high incidents. She also noted that Sutton is the largest centre so would have the highest numbers of incidents. Higher numbers of incidents are expected in the autumn term as students settle into a new environment. She explained that year on year comparison would not be fully informative as the cohort changes annually. Directors suggested that numbers on roll at each centre be shown on this data.

Directors also requested that the High Level Budget Forecast section of the dashboard includes information for the previous and current year.

Directors received the Risk Register and the Data Dashboard.

Action: To ensure that the dashboard shows numbers on roll at each centre, and high level budget forecast information for the previous and current year.

2.3 Nash College

Dr Allen gave further details on the proposal for Nash College to join OHC, subject to agreement from the Local Authority and the ESFA and subsequent due diligence.

Dr Allen described the current arrangements in place to support the College. She also advised that the current site is not fit for purpose and the longer-term plan would be to move into another building in Bromley. She reminded Directors of the strategic aim to open an OHCAT Free School in Bromley, which was agreed in 2016, and the potential benefits of having a College centre co-located there.

Directors **approved** the proposal in principal, subject to formal agreement and due diligence.

2.4 Gender Pay Gap

Directors were pleased to note that there is no median gender pay gap for OHC. Mrs Sherborne advised that next year, as many employees will have transferred from OHC to OHCAT, the College may not be required to produce a gender pay gap report, but may still do so. She attributed this success in part to the flexible working strategy.

2.5 OHC Health Check.

Dr Allen reported that, in terms of quality, there would be a strong case for the College to maintain its Outstanding rating at its next inspection by Ofsted, although focussed work is continuing to ensure inspectors can triangulate the evidence and practice.

2.6 Training School

Directors asked about the current and forthcoming offer from the Training School and noted the positive impact its work has on staff and students.

2.7 Apprenticeships

Directors requested a report on the outcome of the quality review.

2.8 Digital School

Directors noted the wide range of developments in the Digital School which continues to grow in popularity with students. Some Directors would be attending the showcase event in May.

3 OHCAT

3.1 Risk Management

Directors discussed the OHCAT snapshot overview table indicating quality and finance and the risk register, movement chart and data dashboard.

Directors asked about the academies presenting the greatest risk and received information from Mr Prior about the support in place for those schools. Whilst acknowledging that the risk registers are discussed extensively at the Audit Committee meetings, and the assurances received regarding risk mitigation, Directors **agreed** that at each meeting they would like an overview of the academy/academies presenting the highest risk.

Dr Allen advised that Arbour Vale School is the highest risk. Whilst much has improved, there is still work to be done to improve teaching, ensure data is accurate and to meet the financial challenges presented by the deficit budget. There is a need to make staffing changes but this may be met with opposition by unions.

Dr Allen referred Directors to the snapshot which also highlights risks for Chart Wood School, as the newest academy with significant quality issues (see 3.3).

Directors received the Risk Register and the Data Dashboard.

Action: Future CEO reports to include an overview of the academy presenting the greatest risk.

3.2 OHCAT Academies Overview

See item 3.1.

3.3 Chart Wood School

Mr Prior advised that whilst some improvements have been made at Chart Wood School, there remains much to do (see snapshot overview) and senior colleagues and executives are providing support to accelerate the rate of improvement. A new Principal has been recruited for Sept 2019, which is a crucial development. Directors asked Mr Prior what the key risks were and Mr Prior advised that they relate to safeguarding, leadership capacity and tackling embedded underperformance. Mr Prior provided assurance that with the recruitment of a new Principal, the support of the OHC&AT team and (barring an interim inspection) at least six terms before the first academy inspection, we can have some confidence that the school will be in a position to aim for a 'good' overall effectiveness judgement at its first inspection.

3.4 OHCAT Gender Pay Gap report

Directors received the report with interest. Mrs Sherborne advised that 58% of the academy Principals are female, but the majority of lower paid staff are female. The transfer of staff from OHC to OHCAT will have a positive impact on the pay gap, as will the Trust's in-house development of teaching staff, but the overall performance can change every time a new school joins the Trust.

3.5 Ofsted Inspections

Directors were pleased to learn about the positive outcomes of Ofsted inspections carried out since the last Board meeting in December 2018.

3.6 Link Primary School and Link Secondary School

Dr Allen gave further details of the plans under consideration to replace or merge the two schools into one, and explained the current risks to the future of both schools if action is not taken.

Noting that further more detailed proposals would be presented to a future meeting, Directors **approved** exploration of options for the Link Primary School and the Link Secondary School.

3.7 Free Schools

Directors received updates on plans for Free Schools in Hounslow, Croydon, Hillingdon and Sutton.

Directors conditionally **approved**:

1. The replacement of the planned Redbridge Free School with the Kingston Free School;
2. The replacement of the planned additional converter academy with the Bromley Free School.

This amendment to the strategy retains the same quality but in a more practical configuration.

9. Presentation / Strategy Discussion: Estates Strategy (Enclosure 11)

Dr Allen and Mr Prior delivered a presentation which had been circulated prior to the meeting, and Directors discussed the questions posed at the end of the presentation.

Directors noted the challenges within each hub, and the range of issues presented by the premises and estates, noting that some buildings are leased and some owned by OHC&AT. They agreed that the Estates Strategy is linked to the work being done on assessment of future demand on SEND places (discussed in item 8) which would be considered in more depth at the Awayday.

Directors agreed that this subject should be added to the agenda for the Awayday and discussion would include:

- a. How to appraise the different needs of the College Centres and Academies;
- b. Where there is scope for private development;
- c. Consideration of legal issues such as covenants in place;
- d. A policy discussion on the extent to which profit made from one site can be redeployed to others.
- e. Development of links with local authorities and other partners who own school sites, to explore better use of sites in their area, and developing links with partners who own the school buildings.
- f. How the Trust responds to changes in demographic trends and the use of data to support prediction of future demand.

Action: Clerk to add this item to the agenda for the meeting on 28 June 2019.

10 Finance and Funding

a OHC

i **Three-year Forecast (Enclosure 12)**

Mrs Hersey presented the three-year forecast, which had been circulated to the Audit Committee Members by email for comment prior to submission to this meeting.

Mrs Hersey outlined the assumptions made when drafting the forecast, namely continued reductions in funding and increased costs, particularly staffing. In addition, increased student numbers were assumed, as well as changes to the physical environment of some College centres which would present opportunities for higher numbers and lower student/staff ratios.

Mrs Hersey described the actions taken to control expenditure and increase income, through management of salaries, as well as plans to increase the Teaching School and Apprenticeship offer. Mrs Jenkins reported that OHC employees are currently able to join the Nest pension scheme which is a Government accredited cheaper alternative for both employee and employer than the LGPS scheme. Consideration is being given to closing the LGPS scheme next year to new OHC employees and

advice is being sought on the process. The Teachers' Pension Scheme remains unaffected.

Mrs Hersey pointed to page three of the document, highlighting the £220K one-off investment in the premises at Wyvern to enable increased capacity which will be covered by the reserves. She expressed confidence that the College would break even by the end of the year.

Dr Allen reminded Directors that the forecast and management accounts had been considered in detail by the Audit Committee and suggested that it may be beneficial for Mr Mercer and Mr Lauener to attend a future meeting of the Committee as observers to see the process. She advised that at the Audit Committee meeting, Dr Watkins had also expressed confidence in the College's ability to meet the targets set. Mr Lawes also noted that Dr Watkins had emphasised the key challenge facing both OHC and OHCAT in the future – the need to have more students to increase income rather than make savings – and pointed out that this growth challenge is critical to the future of the organisation.

Directors **agreed** that the budget should be presented to the June meeting, together with cost saving action plans and more detail on pay assumptions made and the impact of the review of the OHCAT terms and conditions.

Directors **approved** the three-year forecast in principle, with final approval to be given at the June meeting.

ii Management Accounts (Enclosure 13)

Directors received the management accounts report.

iii Finance Regulations (Enclosure 14)

Noting that they had been updated in line with the OHCAT Finance Regulations, where appropriate, Directors **approved** the amended Finance Regulations.

b OHCAT

i Three-year Forecast (Enclosure 15)

The three-year forecast for OHCAT had been covered in part in the discussion around the OHC three-year forecast.

Mr Mercer sought reassurance that the schools' budgets are closely monitored to ensure that any risks are flagged at an early stage, and Dr Allen outlined the process for continual review of schools' budgets, which includes a two weekly budget panel meeting, a management accountant assigned to each school, and strict controls in place.

Directors requested that Mrs Jenkins present further information to the June meeting on those schools with the most work to do to achieve the savings targets.

Directors noted that the three-year forecast must be submitted to the ESFA by 31 July 2019 and **agreed** to receive the report at their June meeting for final approval.

ii **Management Accounts (Enclosure 16)**

Directors received the management accounts report.

iii **Finance Regulations (Enclosure 17 and 17a)**

Noting the recommendation of the Audit Committee, Directors **approved** the amended Finance Regulations.

11. Policies

Directors were advised that all policies listed had been reviewed and any comments from portfolio holders and other Directors had been incorporated.

Directors **approved** the policies for final sign-off by the Chairs.

12. Resolutions

i **OHC**

Mr Lauener confirmed the resolutions made by the OHC Directors at this meeting (Appendix 1)

ii **OHCAT**

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

13. Dates of Future Meetings

Directors agreed the following dates:

[Clerk's note: some dates have been changed since they were agreed and the revised dates are shown].

i **Board Meetings**

Friday 28 June 2019, Awayday (details tbc)
Friday 13 December 2019 at 1 pm, Lomond House
Friday 27 March 2020, 10 am, Quadrant House

ii **Audit Committee Meetings**

Friday 21 June 2019 at 10 am, Quadrant House
Friday 6 December 2019 at 10 am, Quadrant House
Friday 6 March 2020, at 10 am, Quadrant House
Friday 26 June 2020 at 10 am, Quadrant House

iii **Chairs' Committee Meetings**

Friday 14 June 2019 at 10 am, Quadrant House
Friday 11 October 2019, Governor Conference (details tbc)

14. Any Other Business

Dr Allen confirmed that the recruitment of a new Deputy CEO would commence in the near future.

15. Confidentiality

The Board's consideration of the appointment of a new CEO is contained within a confidential minute.

The meeting closed at 3.10 pm.

CHAIR: _____ DATE: _____