

**Minutes of the Orchard Hill College Family Board meeting  
Friday 28<sup>th</sup> June 2019 at 5.00 pm, Quadrant House**

**OHC Board** Rama Venchard (Vice-Chair)  
Dr Caroline Allen (Principal)  
Eamonn Gilbert  
Julie Stockdale  
Dr David Watkins

**OHCAT Board:** Jay Mercer (Chair)  
Dr Caroline Allen (CEO)  
Stephen Lawes  
Barbara McIntosh

Also Present: Kelly Phillips (Head of College)  
Janet Sherborne, Director OHC&AT Services  
Suzanne Hersey (Director of Finance)  
Emma Neill (Director of Finance)  
Laurie Cornwell (Executive Head of YPA and TSH and Deputy CEO designate)  
Tracey Goodsell (Head of Governance and Clerk to the Board)

## 1. Welcome and Apologies

Directors noted that apologies had been received from Peter Lauener (OHC), Staynton Brown (OHC), Yolande Burgess (OHCAT) and David Winkler (OHCAT).

Julie Stockdale was welcomed as the new director on the OHC Board and introductions were made.

Kelly Phillips, Head of College, was also welcomed to her first Board meeting. Kelly will become Principal of the College when Dr Allen retires on 31.8.2019.

## 2. Constitution and Appointments

### OHC

#### i) Board of Directors

Directors noted that the term of office for the following directors finishes on 31.7.2019:

Dr D Watkins  
Rama Venchard  
Eamonn Gilbert  
; Staynton Brown.

They noted that the current OHC Articles of Association state that half of the Directors appointed on the same day will need to stand down. The other half will need to retire on 31.7.2020. Any director can be re-appointed.

In this case, Eamonn Gilbert and Staynton Brown have indicated that they will be retiring from the Board on 31.7.2019. Dr Watkins and Rama Venchard have indicated they would like to remain on the Board and therefore they will retire on 31.7.2020, at which point they can be re-appointed by the OHC Board for a further four year term of office.

Following Eamonn and Staynton's resignations, there will be one vacancy on the OHC Board (Mark Whitby has been appointed from 1.9.2019)

Directors received this information and thanked Eamonn Gilbert and Staynton Brown for their time as a Director on the College Board.

## ii) College Committee

Directors noted that the College Committee is fully constituted.

## OHCAT

### i) Board of Directors

Directors noted that the OHCAT Board is fully constituted.

### ii) Local Governing Bodies

Directors **APPROVED** the appointments to the Local Governing Bodies.

### iii) Delegation Documents

The clerk informed Directors that the Scheme of Delegation and the Schedule of Responsibility have been slightly updated this term to reflect current practice, but would undergo their full annual review in the autumn term.

Directors **APPROVED** the amendments to the Scheme of Delegation and the Schedule of Responsibility.

## OHC&AT

The clerk advised Directors that the Portfolio Guidance has been reviewed and updated. The guidance now provides links to relevant training and includes references to the New Ofsted Framework. The new guidance will be shared with LGBs at the Governors' conference in October.

Directors **APPROVED** the OHC&AT Portfolio Guidance document.

## 3. OHC and OHCAT Programmes of Work

Directors received the Programmes of Work for the next academic year.

#### 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.

Dr Watkins declared an interest as his son is the Principal of Carew Academy.

#### 5. Board Email Approval

i) Directors noted the matters they had approved by email since the last Board meeting as follows:

##### OHC

A change to the timings of the College Day.

##### OHC&AT

The appointment of Laurie Cornwell as Executive Head/Deputy CEO from 1<sup>st</sup> September 2019.

An amendment to the Family Friendly policy and procedures document, which included arrangements for additional leave.

ii) Directors passed on their congratulations to Laurie Cornwell on her appointment. Mr Mercer said that during the interview process, it had become apparent that the OHC&AT HR policies need to be more explicit about how senior staff are appointed and where the Board approval for appointment lies.

**Action: Mrs Sherborne and Mrs Goodsell to review the HR policies to make sure the process for the appointment of senior postholders is clear.**

iii) Directors discussed the situation which had arisen at Arbour Vale in relation to allowing time off for Eid. It was agreed that the relevant policies should be reviewed further to ensure consistency.

**Action: Mrs Sherborne to review HR policies which relate to additional leave and bring them to the next board meeting for approval.**

#### 6. Board Development and Training

Governance Handbook 2019.

Directors reviewed the new Governance Handbook and particularly noted the changes that directly relate to Trustees' duties. Directors were satisfied that this Board is compliant with the duties set out in this document.

## 7. Minutes

- i) OHC Directors agreed and signed the OHC minutes and resolutions of the Orchard Hill Family Board meeting held on 25<sup>th</sup> March 2019.
- ii) OHC Directors agreed and signed the minutes OHC minutes and resolutions of the Orchard Hill Family Board meeting held on 14<sup>th</sup> December 2018, after receiving clarification that minute 10.1.3 should read 'the Health and Safety Committee' (not Executive Committee).
- iii) OHCAT Directors approved and signed the OHCAT minutes and resolutions of the Orchard Hill Family Board meeting held on 25<sup>th</sup> March 2019.
- iv) Directors received the minutes of the OHC&AT Audit Committee meeting held on 8<sup>th</sup> March 2019. The minutes of the Audit Committee meeting held on 21<sup>st</sup> June 2019 were tabled.

Mr Lawes suggested a slight amendment to minute 9 i), paragraph 5 as follows:

*In response Mr Prior stated that no schools had faced undue pressure in their budget setting, but that the management accounts had been supportive as Principals worked to prepare acceptable budgets.*

- v) Directors received the minutes of the OHC&AT Chairs' Committee meeting held on 14 June 2019.

Mr Mercer reported that this had been a productive meeting, although several of the Chairs were unable to attend again. The group had therefore discussed how the Board can engage further with the LGBs to ensure a collaborative approach. It had been agreed that Chairs would be contacted by the clerk to ascertain what the difficulties are in terms of attending the meetings and how the meetings can be further improved to ensure that they are purposeful and worthwhile. Chairs should also be encouraged to appoint a deputy if they are unable to attend themselves. The group had also discussed how they can assist LGBs to self-evaluate.

**Action: Mrs Goodsell to contact all the LGB Chairs regarding the matters discussed**

**Action: Mr Mercer and Mr Prior to carry out some further work with regard to LGB self-evaluation.**

Mr Mercer suggested it might be helpful for Directors to attend one LGB meeting a year, where appropriate.

## 8. Matters Arising

Directors noted the matters arising in Attachment 1.

## **9. CEO'S Report**

### **1. OHC&AT**

#### **1.1 Family Strategy**

Directors noted that the draft Family Strategy had been discussed in detail at the Board Awayday. Dr Allen thanked the Directors for their valuable input which would be included in the final document to be presented at the autumn term Board meeting.

#### **1.2 Overview of Quality and Finance**

Directors noted the snapshot overview table indicating quality and financial status of each academy and the College as contained within the OHC and OHCAT Risk Registers.

#### **1.3 OHC&AT Staff Specialist networks**

Directors received the information provided about OHC&AT Staff Specialist networks, and were pleased to note the various networking opportunities and initiatives taking place which demonstrated the benefit of sharing good practice across the OHC&AT Family.

### **2. OHC**

#### **2.1. OHC Leadership Update**

Directors noted the new OHC Leadership structure.

#### **2.2 OHC 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 in detail at the Audit Committee meeting and also noted the assurances received regarding risk mitigation.

#### **2.3 OHC Ofsted Health Check**

Directors noted the information provided regarding the recent Ofsted Health Check. Mr Finnigan asked whether this had been carried out in line with the new Ofsted framework. Mrs Phillips confirmed that it had. Mr Venchard asked whether there had been any surprises in the areas for development that had been identified. Mrs Phillips confirmed that the areas for development had already been identified in the College Action Plan and Self-Assessment Review (SAR).

#### **2.4 OHC Estates**

Directors noted the information regarding the College estates, and were interested to learn that these included plans to 'zone' the centres to reflect the vocational and learning for living curriculum more effectively.

## 2.5 Nash College

Directors asked for an update on the information Dr Allen had provided in her report.

Dr Allen said that Ashley Jordan-Diaper and Julia James had led a positive Ofsted monitoring visit, where the support from the OHC&AT team had been recognised. There will be further monitoring visits next term and the term after.

OHC&AT is currently providing support to Nash via a contract which is due to be extended. A potential building has been scoped in Lewisham as, regardless of the outcome, OHC has additional demand in that area, that needs to be met.

Dr Allen explained that if the transfer to OHC goes ahead, it will take place in January 2020 and Board approval will be sought next term.

Directors **APPROVED** the progression of negotiations with a view to approving the Commercial Transfer Agreement next term.

## 2.6 Change to time of College Day

Directors noted that they had approved by email a change to the timings of the College day (Minute 5i refers).

## 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 data dashboard. They noted that the risk registers had been discussed in detail at the Audit Committee meeting and also noted the assurances received regarding risk mitigation.

### 3.2 OHCAT Academies Overview

#### i) Academies presenting the greatest risk re Quality

In response to Directors' request for further detail to be included in the CEO's report about academies presenting the greatest risk re quality, information was provided about Chart Wood School which is currently categorised as a red risk in terms of quality. Mrs McIntosh asked whether OHCAT was anticipating a new cohort of staff from September. Ms Cornwell said that staff are keen to improve but some will be moving on. Mrs Stockdale asked whether their career moves will be within the OHC&AT Family but Ms Cornwell said that most were not currently of the right calibre or do not have the skillset to move within the organisation.

## ii) Academies Presenting greatest risk re Finance

In response to Directors' request for further detail to be included in the CEO's report about academies presenting the greatest risk re finance, information was provided about Arbour Vale which is currently categorised as a red risk in terms of finance, although in terms of quality, the school has received a health check which had shown significant progress.

Dr Allen explained that some of the financial deficit had been inherited from Slough Borough Council. The negotiations with Slough had been lengthy prior to transfer which had worsened the deficit position upon transfer. Strategies are in place to improve the financial position but Directors recognised that this will not happen immediately.

Directors also discussed the information provided regarding Link Secondary school and Nightingale Community Academy who are also categorised as a red risk for finance, and the measures put in place to address these issues.

### 3.3 Link Primary and Secondary School

Directors discussed the information regarding the proposal to join Link Primary and Secondary and to create one school which has been agreed by the two Principals and shared with the LGBs. Mr Venchard reported that the OHC&AT team are working on a proposal to share this information with parents, staff and stakeholders.

Directors **APPROVED** in principle the proposal to join the two schools.

### 3.4 Inspections

Directors were interested to receive the updated information regarding inspections of OHCAT School during this term, which had been discussed at the Awayday.

### 3.5 Free Schools

Directors noted the information regarding the five 'live' Free School projects currently in development. They also discussed the bid for a new Kingston Free School, due for submission by 30.9.2019. They requested an update next term.

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

## 10. Finance and Funding

### a) OHC

#### For Approval

##### Budget 19-20

Directors **NOTED** that the Budget 19-20 (including the Service Level Agreements) and the three year forecast update both of which had been considered in detail by the Audit Committee on 21.6.2019 and recommended for approval at this Board meeting.

OHC Directors **APPROVED** the Budget 19-20 and the three year forecast.

#### For information

OHC Directors **RECEIVED** the management accounts, OHC&AT internal Audit report and the OHC External Audit Strategy year ending 31<sup>st</sup> August 2019.

Directors were pleased to note the positive Internal Audit report. Mr Lawes said that the three year programme for internal audit had been agreed in March, the next round of internal audit will cover MIS and recruitment.

Mrs Hersey explained that a full update of the finance regulations would be presented next term but she read out some updates, including changes to arrangements for cash pooling. She explained that currently all OHCAT schools have a bank account and some also have a separate school fund account. The intention is to move to having one bank account per Regional Hub for all of the schools. This will make investment easier because of the larger cash surpluses. It is intended to roll out the first Hub in September and then the rest will follow in January.

Mr Mercer commented that it should be made clear that reserves are ear-marked for each school as this could be misunderstood.

### b) OHCAT

#### For Approval

Directors **NOTED** that the Budget 19-20 (including the Service Level Agreements) and the three year forecast update both of which had been considered in detail by the Audit Committee on 21.6.2019 and recommended for approval at this Board meeting.

Mr Lawes ask for it to be recorded that the Board is approving a deficit budget at Chart Wood, recognising that it is the school's first year as part of the OHCAT family.

Mr Mercer asked how £4.9m had been saved. Mrs Neill explained that this has been as a result of the Teachers' pension being fully funded by the DfE

**Action: Mrs Neill to provide Mr Mercer with a detailed explanation to show where the savings were made.**

Mr Lawes commented that every school, without exception, is being more cost efficient which is a great achievement and testimony to how the Family works. He said that next term, the Board will need to be alerted to any indicators where the budget is too tight and might impact on quality.

Mr Venchard suggested that the 3 year forecast could be disseminated down to school/college leaders and LGBs to emphasise the benefit of working within the OHC&AT Family.

OHCAT Directors **APPROVED** the Consolidated Budget 19-20 and the three year forecast.

### **For Information**

OHCAT Directors **RECEIVED** the consolidated management accounts, the OHC&AT Internal Audit report and the OHCAT External Audit Strategy year ending 31<sup>st</sup> August 2019.

Directors also noted the information on the finance regulations update as reported under Minute 10a.

### **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**

#### **OHC**

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

Directors took this opportunity to thank Mr Gilbert for his contribution to the OHC Board. Dr Allen also thanked him and said she had benefitted enormously from his expertise. Mr Gilbert said that his time on the Board had been a pleasure. He added that the work that OHC&AT is doing for the students is incredible and he wished OHC&AT every success for the future.

**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:

**i) OHC&AT Board Meetings Dates:**

*Confirmed*

Friday 13<sup>th</sup> December 2019 at 1.00pm at Lomond House, Camberwell Green  
Friday 27<sup>th</sup> March 2020 at 10.00am at Quadrant House, Sutton

*Proposed*

Friday 11<sup>th</sup> December 2020 at 10am at Lomond House  
Friday 26<sup>th</sup> March 2021 at 10.00am at Quadrant House

**ii) OHC&AT Audit Committee meeting Dates.**

Friday 6 December 2019 at 10 am, Quadrant House  
Friday 6 March 2020 at 10 am, Quadrant House.  
Friday 26<sup>th</sup> June 2020 at 10am, Quadrant House

**iii) OHC&AT Members' Meetings**

Friday 27<sup>th</sup> March 2020 at 1.00pm at Quadrant House  
Friday 26<sup>th</sup> March 2021 at 1.00pm at Quadrant House

**iv) OHC&AT Chairs' Committee**

Friday 11<sup>th</sup> October 2019-OHC&AT Governor Conference venue and timings tbc.

**v) OHC&AT Remuneration Committee**

Friday 15<sup>th</sup> November 2019 at 10.00am at Quadrant House  
Friday 13<sup>th</sup> November 2020 at 10.00am at Quadrant House

*At this point of the meeting, all staff members left for the OHC&AT Directors to discuss a confidential item.*

Chair-----

Date-----