

**Minutes of the Orchard Hill College Family Board meeting
Friday 13 December 2019 at 1 pm, Quadrant House**

OHC Board: Peter Lauener (Chair)
Rama Venchard (Vice-Chair)
David Watkins
Mark Whitby

OHCAT Board: Jay Mercer (Chair)
Kevin Finnigan (Vice-Chair)
John Prior (CEO)
Kevin Finnigan
Stephen Lawes
Barbara McIntosh

Also Present: Laurie Cornwell, Deputy CEO
Corrina Jenkins, Executive Director of Finance
Asha Patel, Director Designate, OHC Board
Kelly Phillips, College Principal
Janet Sherborne, Executive Director
Emma Neill, Director of Finance
Susanne Wicks, Governance Manager
Suzanna Challenger, Head of Research and Policy
Development (item 11)
Jackie Van-West, Director of Safeguarding and Learning
Support (item 11)

1. Welcome and Apologies

The Chair welcomed everyone to the meeting and particularly Mrs Phillips, Mr Whitby and Dr Patel. All present introduced themselves and at the invitation of the Chair, Mr Whitby and Dr Patel gave details of their background and reasons for becoming a Trustee.

For the benefit of new Directors, Mr Lauener and Mr Mercer explained how the Family Board operates to ensure robust and effective governance.

Directors noted that apologies had been received from Julie Stockdale (OHC) and from David Winkler and Yolande Burgess (OHCAT).

Mrs Phillips reported that after their recent inspection of the College, Ofsted quality assured all the collated evidence, which resulted in a re-grading of their previous judgement, correctly moving it from 'Good' to 'Outstanding' for overall effectiveness. Directors congratulated all staff on this success and were pleased to note that the change in judgement was due to Ofsted's own quality assurance processes rather than an appeal or complaint made by OHC&AT. They also noted the scale of the achievement in retaining an Outstanding judgement whilst doubling student numbers and expanding into more locations (four additional centres). Mr Lauener indicated a desire to write to HM Chief Inspector (Amanda Spielman) to note how robust Ofsted's

quality assurance processes are and to invite her to visit the College. The preference was for this to follow the publication of the report, which is due out in early January.

2. Election of Chair

- i Mr Mercer was appointed Chair of the OHCAT Board until the autumn term 2020.
- ii Mr Finnigan was appointed Vice-Chair of the OHCAT Board until the autumn term 2020.
- iii Mr Lauener was appointed Chair of the OHC Board until the autumn term 2020.
- iv Mr Venchard was appointed Vice-Chair of the OHC Board until the autumn term 2020.

3. 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.

4. Constitution and Appointments

a) OHC

- i Directors noted that the term of office for Staynton Brown and Eamonn Gilbert ended on 31 July 2019, and Caroline Allen's term of office ended on 31 August 2019 when she retired as CEO.
- ii Directors approved the appointment of Dr Asha Patel for a four-year term commencing 14 December 2019. Dr Patel undertook to hold the Health, Safety, Child Protection and Safeguarding portfolio.
- iii Directors noted that Dr Watkins had resigned from the Remuneration Committee and Mr Lauener thanked him for his commitment and efforts.

There were no volunteers to fill the vacancy and Mr Lauener undertook to discuss this further with colleagues outside of the meeting.

- iv Directors approved the appointment of Dave Hobday as Chair and Michele Humphreys as Vice-Chair of the OHC Committee until the autumn term 2020.

b) OHCAT

- i Directors noted that Caroline Allen's term of office ended on 31 August 2019 when she retired as CEO, and that Mr Prior had been appointed a Director by the Members on 17 September 2019.

Mr Whitby asked about the rationale for appointing the CEO as a Director, and Mr Mercer replied that for Multi Academy Trusts it is commonplace for the CEO to sit on the Board, and for this Trust, it is integral to the unique governance structure. Mr Lauener added that

for most Colleges it is a requirement that the CEO is a Director. He and Mr Whitby undertook to discuss this further outside of the meeting if Mr Whitby felt it to be necessary.

- ii Directors noted Mr Finnigan's resignation from the Audit Committee and thanked him for his contribution towards the effective functioning of the Committee.

There were no volunteers to fill the vacancy and Mr Mercer undertook to discuss this further with colleagues outside of the meeting.

- iii Directors approved the Scheme of Delegation and Schedule of Responsibility.
- iv Directors approved the appointment of LGB Governors as detailed in the report as well as the verbal information provided by the clerk and the CEO, as follows:
 - 1. At their meeting on 12 December the SAS Hub LGB had recommended the appointment of Ken Cowdery, Philip Knights and Alison Livesley as Chair, Vice Chair and Assistant Chair respectively until the autumn term 2020.
 - 2. David Thomas has resigned from the LGB of Chart Wood School due to his forthcoming secondment at the school.

c) **OHC&AT**

Directors approved the revised portfolio guidance.

5. OHC&AT Skills Audit Analysis 19-20

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

6. Board Development and Training

Directors noted that all presentations made at the Annual Governors Conference held on 11 October were available on GovernorHub.

7. Board Email Approval

Directors noted the matters approved by email since the last Board meeting as follows:

- 1. That the OHCAT Members approved, by written resolution, the appointment of John Prior, the CEO of the Company, as a trustee of the Company under Article 57 of the Company's Articles of Association.
- 2. That the OHCAT Directors approved the appointment of Julia James as a member and chair of the Local Governing Body of Link Primary School.

8. Minutes

- i OHC Directors agreed and signed the minutes and the OHC resolutions of the Orchard Hill Family Board meeting held on 28 June 2019.

- ii OHCAT Directors agreed and signed the minutes and the OHCAT resolutions of the Orchard Hill Family Board meeting held on 28 June 2019.
- iii The Chair of the Audit Committee, Mr Lawes, offered apologies that the draft minutes of meeting held on 6 December 2019 had not been circulated to the Board, but confirmed they would be shared at the next meeting. He outlined the key items discussed and particularly drew Directors' attention to two important matters:
 1. In September 2020, the impact of increased teacher pay increases and pension contributions will be made on budgets and the Committee have asked for Mrs Neill to confirm how great the impact will be;
 2. Normally at the December meeting, the Committee would approve the internal audit programme, but they delegated authority to Mr Lawes and Dr Watkins to work with Mrs Jenkins on the programme, which will be presented to the March meeting.

9. Matters Arising

Directors noted the updates as detailed in Attachment 1.

10. CEO's Report

Leadership and Management

Directors noted that there are now four regional hubs, condensed from the previous five. Recruitment plans for Regional Leads for all four hubs are continuing on schedule.

Ofsted and other regulatory activity

Directors were very pleased to learn the outcomes of recent Ofsted inspections of OHC&AT provisions; all three Outstanding.

Quality risks

Mr Prior and Ms Cornwell gave further information about Chart Wood School and the support being provided to effect improvements, including the secondment of David Thomas, the Deputy Principal of the College. Ms Cornwell emphasised the need to get the balance right in terms of support for the Principal and the staff in order to address the challenging legacy issues.

Mr Prior advised that the residential provision was part of the school upon conversion but that none of the provision is statutory i.e. not part of the pupils' EHCPs). Key commissioners have indicated they no longer wish to commission the provision, which is also a distraction from securing necessary improvements in the core business (i.e.the school). He sought the Board's approval to submit a business case to the RSC in January 2020 to close the residential provision at the end of the 19-20 academic year.

Mr Mercer advised that the RSC, Claire Burton, had asked if this plan indicated the Trust's intention to withdraw residential provision completely from its potential portfolio and that his response had been that was not the case, but for Chart Wood School there is insufficient demand and unless the

provision is commissioned and funded to appropriate levels, it cannot be delivered to the usual high standards of this Trust, which she accepted.

Mr Whitby suggested that the residential provision could be mothballed, thereby avoiding the need for formal approval to close, and retaining the option to re-open if required. Mr Mercer noted the risk that a parent may seek a place at this school because of the residential provision, which may then need to be offered if it had been mothballed rather than closed. In response, Mr Whitby advised that a case to refuse could be made on the basis that it would not be in the best interests of one child to be in residential provision, and a viable group would need to be 3 or 4 children.

Mr Prior expressed his preference to close the provision rather than mothball it, noting that commissioners are phasing out the purchase of residential places.

Mr Venchard advised that the new premises, which will be funded by Surrey County Council, include accommodation for 20 beds but only internal reconfiguration would be needed if the closure were to be approved.

Mrs Jenkins described the detrimental financial impact of the provision, advising that the Trust is already in breach of the Academies Financial Handbook, identified by the Auditors, as the Trust is currently making a loss on the residential provision when compliance requires an 8% rate of return. The ESFA have stated that the relevant clause should apply but the Trust has made a case to demonstrate that significant progress has been made to achieve this stipulation which is not time limited but costs cannot be reduced further due to safeguarding requirements. The ESFA will issue a letter of comfort to the Trust to assure Auditors and Directors.

Trustees agreed to receive a further report detailing the impact of closure and mothballing, and to respond with their decision by email by 6 January 2020 to enable a business case to be submitted by the deadline if required.

Link Primary and Secondary Schools

Trustees approved the creation of a formal consultation and timeline to fully align the two schools by January 2021 with a view to then submitting a business case to close one of them (most likely Link Secondary) and extend the age range of the other.

Wyvern House

Mrs Jenkins gave further background information to the request and Directors approved the terms of the lease of Wyvern House

Estates Strategy

Directors agreed that a seminar should be arranged in order for Directors and officers to discuss strategic options, sites, business issues and all matters relating to the Estates Strategy.

Response received from ESFA

Mr Lauener undertook to contact the ESFA regarding their decision to refuse permission for the request to loan/invest to the College from the Trust.

Draft Revised Family Strategy 2019-22

Mr Prior invited comments from Directors on the revised strategy.

Mr Venchard welcomed the next stage in OHC&AT's development as 'phase 2' and suggested that the strategy include a summary of the strategic goals for Trust for the next few years, to include points already made around consolidation, nurturing specialism and talent, and generating leadership, together with new goals identified; bedding in new free schools, including two brand new schools, and a review and focus on estates and resources.

Directors agreed the term 'consolidate' could be perceived as low-key but in fact the 'phase 2' presents a great deal of positive and exciting opportunities for this organisation.

Mr Prior acknowledged that OHC&AT must continue to develop and mature their specialist training offer, which is being offered in house this year as a CPD pilot. Mrs Phillips added that a lot of work is already being undertaken with mainstream provision but that offer is not yet formalised.

Mr Prior confirmed that staff are aware that the strategy is being reviewed and the final approved version will be shared with all.

Directors approved the document in principle, subject to final edits, suggestions and revisions.

11. Presentation / Strategy Discussion

Directors received a presentation from Suzanna Challenger, Head of Research and Policy Development and Jackie Van-West, Director of Safeguarding and Learning Support regarding the Local Safeguarding and Wellbeing Offer.

Directors learned that every school and the College is now required to produce a local Safeguarding & Wellbeing Offer detailing the proactive safeguarding work undertaken within that provision. The OHC&AT offer is overarching and designed to communicate OHC&AT's high level contextual safeguarding and wellbeing approach, as well as what is offered across the whole organisation.

Mrs Challenger and Mrs Van-West reported on:

- The aims of the Local Offer;
- The introduction of the Local Offer;
- How the Offer would be reviewed and developed;
- Future developments in safeguarding and wellbeing.

They asked the Board for their feedback and in particular, their view on the impact reporting they would like to receive in order to be informed on how well the Local Safeguarding and Wellbeing Offer is working.

Mrs McIntosh, who has been part of the Wellbeing Working Group welcomed the work that has been done so far and particularly around developing a culture of openness around mental health. She noted that the work being done should impact positively on staff and student absence, which could be identified through data collected.

Dr Patel welcomed the initiative and offered assistance and support in the development of a universal sustainable approach. She also offered to share data collected by her organisation around rates of attendance and the impact on staff costs.

Mr Venchard observed that it will be challenging to measure impact when it is not clear what the starting point is, for example in terms of staff attitudes. Mr Whitby suggested that data on staff absence and turnover could form a starting point.

Mr Venchard asked how staff would seek and receive support and Mrs Van-West described the number of referral points on offer.

With regard to staff surveys, Mrs Van-West acknowledged the importance of conversations with staff and agreed that surveys would be useful in order to identify issues being faced and the actions being taken to address them. Mr Mercer noted that all staff should be part of the conversation, not just front line staff.

Mr Prior thanked Mrs Challenger and Mrs Van-West for their hard work and emphasised the need to embed the Offer into the organisation's culture.

The Chair summarised the Board's response as follows:

- The work undertaken was very welcome;
- There is a need to establish baseline priorities and KPI;
- There should be a strategic reach through the organisation.

It was agreed that Mrs Challenger would share the OHC&AT Safeguarding and Wellbeing Offer with Directors for their comment, and that the Board would receive an update on progress at the June meeting, with data to be presented to the December meeting.

12. Finance and Funding

Mr Lawes advised that the documents for consideration had been scrutinised in detail by the Audit Committee, including a discussion with the Auditor in private session. He flagged that for two years running the Audit Findings reports and Letters of Representation had been clean, which underpins the effective financial management.

When invited by the Chair to comment, Mrs Jenkins advised that external scrutiny of MATs has increased over the year and the Finance Team have met the demands presented by the various exercises.

a) **OHC**

Audited Accounts 2018-19 and Letter of Representation

Directors approved the audited accounts, financial statements and letter of Representation, for final sign off by Mr Lauener.

Audit Findings Report

Directors received the Audit Findings report.

Management Accounts

Directors received the Management Accounts.

b) **OHCAI**

Audited Accounts 2018-19 and Letter of Representation

Directors approved the audited accounts, financial statements and letter of Representation, for final sign off by Mr Mercer.

Audit Findings Report

Directors received the Audit Findings report.

Management Accounts

Directors received the Management Accounts.

13. Policies

Directors noted that the following policies have been reviewed and any comments from portfolio holders and other Directors have been incorporated. They approved the policies for final sign-off by Chairs.

NAME	TYPE	STATUS
Charging and Remissions Policy	Core	Review
Child Protection Adult Protection & Safeguarding Policy	Core	Review
Complaints Policy and Procedure (Academies)	Core	Review
Complaints Policy and Procedure (OHC)	Core	Review
Fire Policy	Core	Review
Positive Behaviour Policy (Academies)	Core	Review
Positive Behaviour Policy (OHC)	Core	Review
Recruitment & Selection Policy	Core	Review
Relationships & Sex Education Policy (Academies)	Core	Review
Relationships & Sex Education Policy (OHC)	Core	Review
Staff Code of Conduct	Core (HR)	Review
Supporting Pupils in Schools with Medical Conditions Policy	Core	Review
Anti-Bullying Policy	Additional	Review
Educational Visits Policy	Additional	Review
E-Safety Policy (Academies)	Additional	Review
E-Safety Policy (OHC)	Additional	Review
Families & Visitors Code of Conduct	Additional	Review
Remuneration Policy	Additional	New
Risk Assessment Policy	Additional	Review

14. Resolutions

i) **OHC**

Mr Lauener listed the resolutions made by the OHC Directors at this meeting. Directors approved the resolutions.

ii **OHCAT**

Mr Mercer listed the resolutions made by the OHCAT Directors at this meeting. Directors approved the resolutions.

15. Dates of Future Meetings

Directors agreed the future meeting as listed on the agenda. It was noted that no date had been given for the summer term Board meeting and the clerk undertook to share that after the meeting.

16. Any Other Business

Mr Mercer and Mr Lauener signed the Annual Accounts and Letter of Representation for both OHCAT and OHC.

17. Confidentiality

Directors agreed that the approvals made around Chart Wood School and the Link Schools should remain confidential and that the outcome of the Ofsted inspection of the College should remain confidential until publication.

The meeting closed at 3.25 pm.

CHAIR _____ DATE _____