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**Chair of the meeting:**

Mike Allen– Co-opted Director and Vice Chair

**Present:**

Stephen Betts – CEO, Learn Sheffield

Cllr Andy Bainbridge – Local Authority nominated Director  
Christopher Holder, Primary School Director  
Antony Hughes – Co-opted Director   
Angela Lant – Primary School Director

**Attendees:**

Val Struggles, Clerk to the Board  
Morag Somerville, Strategic Business Lead

A Wynne, Operations Director

| **Minute** |  | **Action** |
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| **18/1/01** | **Apologies for Absence**  Apologies were received from Chris French – Secondary School Director and Judith Smith – Special School Director |  |
| **18/1/02** | **Chair’s Opening remarks**  The Chair reminded members of the decision to incorporate the agenda items for the Finance and Audit Committee meeting, scheduled for 17 January 2018, into the agenda for this Board meeting. The rationale for this decision was outlined, namely that at its last meeting the Committee requested scenario plans for the current year end and a ‘shadow budget’ for 2018/19 indicating the minimum contribution required from SCC to ensure financial viability. However, although discussions were continuing with SCC, the financial information required to prepare the papers for Directors consideration was currently unavailable. The matter was discussed further under agenda item 5 and associated risks will be incorporated into the Risk Register. Further reports will be prepared as substantive items for the Finance and Audit Committee’s next meeting scheduled for 28 February 2018.  In addition, the Risk Register prepared for the Finance and Audit Committee’s meeting on 17 January 2018 was tabled for information. This will be considered in detail at the Committee’s next meeting. | **CEO/SBL Cf F&ACttee 28.02.18**  **Cf F&ACttee 28.02.18** |
| **18/1/03** | **Quoracy**  It was confirmed that the meeting was quorate. |  |
| **18/1/04** | **Minutes of the previous meeting**  The confidential and non-confidential minutes of the meeting held on 7 December 2017 were approved as an accurate record. The non-confidential minutes will be published on the Company’s website. | **Clerk** |
| **18/1/05** | **Matters Arising**  1 Minute 17/12/05.1: Finalisation of the lease  The Board was informed that the position remains unchanged in that the finalisation of the lease was pending receipt of relevant documentation from Sheffield City Council.  2 Minute 17/12/05.3: Articles of Association  The Board noted that currently written confirmation of SCC’s agreement to the changes is still awaited and this will continue to be pursued to enable a resolution to be passed at the AGM in accordance with the requirements of Companies House.  3.Minute 17/12/08: Preparation for the AGM   1. Nomination of new Directors   As reported at the last meeting a second call for nominations was issued, with a deadline of Friday 12 January 2018 for the receipt of valid nominations. The Board was informed that no nominations had been received in response to the second call therefore Secondary Schools and FE colleges have been contacted with the aim of obtaining a valid uncontested nomination for each vacancy prior to the AGM.  The implications of no valid nominations being received prior to the AGM were outlined together with the options to further review the Board’s composition. Directors were reminded that subject to the resolution being passed at the AGM on the proposed change to Article 12 , the Board will be able to appoint two further Directors (who are not nominated by Member organisations) with the skills and experience previously identified (HR, legal, financial).   1. Peer Review   The Board was informed that arrangements for the Peer Review have not been finalised and consequently this has been removed from the agenda for the AGM. | **CEO** |
| **18/1/06** | **Strategic substantive item- Long term planning**   1. Long term planning – update – Confidential Meeting Notes and Presentation (tabled) refer   The following issues were brought to the attention of the Board -   1. In response to the Board’s previous request for a meeting with SCC (currently scheduled for 26 January 2018), it was reported that discussions are continuing in the interim with SCC’s CEO, the SCC Portfolio Group and the school sectors (in respect of the subscription model). 2. The link between future funding and the proposed service transfers is a key discussion issue with the Portfolio Group. As previously requested by Directors, separate timelines of the key actions relating to future funding arrangements and service transfers were provided illustrating that several of the events scheduled will provide opportunities for further discussions in relation to both matters. 3. A number of stakeholder events (including the AGM) arranged during the coming weeks will provide opportunities to support and promote the official launch of the subscription model to schools (which will require financial underwriting by SCC in the first year – 2018/19, planned for early February 2018.   The presentation entitled “Sheffield School Improvement Future Funding – Subscription Model (version 2)” which outlined the subscription offer for Focus Groups was tabled for the Board’s consideration. Most of the Focus Group activity to date has been with the Primary Sector, with further events scheduled with both the Special and Secondary Sectors in the period up to half-term. The end of Spring Term 2018 is the deadline for schools to indicate their intention to subscribe. During the presentation and discussion the following points were raised:   1. The four key messages highlighted as part of the communication process - the Sheffield identity; value for money; impact of partnership working and alternative reality – continue to be kept under review taking account of feedback. 2. Details were provided of the levels of service and support available to schools within the modified version of the subscription model – which consisted of a ‘Universal Offer’, ‘Core Offer’ (comprising the 3 elements of ‘Partnership’, ‘School Improvement’ and ‘Central’) and the ‘Bespoke Menu’. 3. It was acknowledged that discussions will be needed with each locality, to avoid completion in relation to the support they provide and the delivery of the subscription model. Assurance was provided for the Board that Learn Sheffield has sufficient capacity to support the model. 4. The Board advised that as access to services available within the ‘Bespoke Menu’ is based on a ‘credits’ system it will be important to emphasis to MATs that greater value for money can be achieved by pooling their constituent schools’ credits. 5. Illustrative examples were provided of funding options based on subscription costs per pupil and per school/per pupil and the potential income which will be generated depending on the percentage of subscribing schools. It was acknowledged that on the basis of the illustrative figures, schools will calculate the overall cost to determine whether this is affordable and represents value for money for them. 6. In the eventuality that insufficient income is generated, options to mitigate the shortfall, e.g. by reducing costs and/or generating additional income were outlined. Illustrative calculations were provided for 2018/19 based on 50:50 income via School subscriptions and SCC contribution. SCC’s contribution for 2019/20 is currently unknown and ongoing discussions will seek to secure its financial commitment beyond next year. This posed a significant risk in terms of the future financial viability of the model and a potential adverse effect on range of services which can be offered. 7. The Board re-iterated the importance of continuing to raise Learn Sheffield’s profile, particularly with School Governors/Trustees; to focus resources on its strategic direction and ensure its financial viability whilst maintaining the quality of provision. 8. There was a consensus that the subscription model as presented appeared to be ‘saleable’ however in view of the Board’s responsibility for oversight of the management of risks and ensuring there is appropriate mitigating action should the model generate insufficient income it was agreed that the risks and contingencies will be kept under review including the preparation of scenario plans as previously requested. The Chief Executive was advised to engage with SCC Councillors in addition to the Council Leaders as well as fully utilising other contacts within the city to ensure any barriers are identified and opportunities are maximised. | **CEO** |
|  | 1. Transfer of Services - update – Confidential Meeting Notes refer   The Board received an update on the current position with regard to the planned transfer of services. Details of the issues raised in discussion are recorded in a separate confidential minute. |  |
| **18/1/07** | **Financial**   1. Finance and Audit Committee meeting scheduled for 17 January 2018 As previously noted this meeting was cancelled and the items of business incorporated into the discussion at this Board meeting and / or carried forward to the Committee’s next meeting on 28 February 2018. 2. 2017/18 Budget – update on changes to the income and expenditure profile   The Board was informed that there are no issues of concern in respect of the latest income and expenditure profile and agreed to refer this item to the next meeting (1 February 2018).   1. Draft audited accounts for the year end 2016/17 for approval prior to the AGM on 1 February 2018   The Board was informed that Hart Shaw are awaiting final confirmation from South Yorkshire Pensions Authority regarding its pension liability valuation, however there are no issues of concern and Hart Shaw are continuing to work on finalising the draft audited accounts previously presented to the Finance and Audit Committee on 22 November 2017. Assurance has been received from Hart Shaw that the final accounts will be available by 24 January 2018 for circulation to all Members prior to the AGM and for the Board’s approval at its meeting on 1 February 2018. | **Clerk**  **Cf 01.02.18**  **Cf 01.02.18** |
| **17/12/08** | **Final preparation for the AGM**  The Board received for information a copy of the formal notice of the agenda for the AGM/EGM scheduled for 1 February 2018 as circulated to Member institutions on 10 January 2018. In addition to the updates provided under agenda items 4 and 6.3, the Board also noted the following   1. Draft Director’ report –   The ‘Board Effectiveness’ section of the draft report was circulated for comment and Directors were requested to submit these to the Chief Executive as soon as possible to enable the document to be distributed to Members by 24 January 2018, i.e. in advance of the AGM.   1. AGM communication –   The Board was informed that the formal notice of the AGM had been circulated to all Member institutions and stakeholders on 10 January 2018. To date confirmation of attendance had been received from 5 individuals and apologies from 6, one of whom has submitted a proxy form. The aim is to issue a further notification on 24 January 2018 when the audited accounts 2016/17 and the Directors’ report will be available for circulation. This will provide an opportunity to remind recipients of the need to confirm their attendance or to submit apologies thereby enabling an assessment to be made on whether the AGM will be quorate. Concern was expressed regarding this possibility to which Directors were reminded of the requirements and timescale under the Articles for reconvening the AGM. The possibility of delaying the AGM was considered however, on balance, it was agreed that it should go ahead as publicised and relevant action taken if a quorum is not achieved. In the interim opportunities to promote the AGM will be maximised in other communications / meetings with Members. | **Directors**  **CEO**  **CEO** |
| **18/1/09** | **Monthly Management Accounts – as at the end of November 2017**  The Management Accounts will be considered at the next meeting within the updated income and expenditure profile report. | **SBL** |
| **18/1/10** | **Performance Outcomes as at the end of Autumn Term 2017**  Consideration of the report was deferred to the next meeting when it will be a substantive agenda item. | **Cf 1.02.18** |
| **18/1/11** | **Schedule of future meetings for 2017/18**  Thursday 1 February 2018 at 4.00 pm **to be followed by the AGM at 6.30 pm** Thursday 22 March 2018 at 4.00 pm – **rescheduled from 15 March 2018**  Thursday 17 May 2018 at 4.00 pm Thursday 5 July 2018 at 4.00 pm |  |
| **18/1/12** | **Any Other Business**  No further items of business were raised. |  |
| **18/1/13** | **Future Agenda items**  The following items have been identified for future meetings   * Horizon Scanning / Scenario Planning (identified by the Finance and Audit Committee) – scheduled for the Committee meeting on 28 February 2018 i.e. prior to the Board meeting on 22 March 2018. * Performance Outcomes as at the end of Autumn Term 2017 * Audited accounts for the year end 2016/17 * 2017/18 Budget – update on changes to the income and expenditure profile | **Bf 28.2.18 and 22.3.18**  **Cf 01.02.18**  **Cf 01.02.18**  **Cf 01.02.18** |