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**Chair of the meeting:**

Mike Allen– Co-opted Director and Chair

**Present:**

Stephen Betts – CEO, Learn Sheffield

Cllr Andy Bainbridge – Local Authority nominated Director

Christopher Holder – Primary School Director  
Antony Hughes – Co-opted Director (Chair of the meeting from 5.00 pm)  
Judith Smith – Special School Director  
Darren Tidmarsh – Co-opted Director

**Attendees:**

Val Struggles, Clerk to the Board  
Morag Somerville, Strategic Business Lead  
Andy Wynne, Operations Director

| **Minute** |  | **Action** |
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| **18/7/01** | **Apologies for Absence** Apologies for absence were received from Chris French – Secondary School Director Andrew Hartley, FE Director and Angela Lant, Primary School Director. |  |
| **18/7/02** | **Declarations of Interest** No known or potential conflicts of interest were declared. |  |
| **18/7/03** | **Quoracy** It was confirmed that the meeting was quorate. |  |
| **18/7/04** | **Minutes of the previous meeting**  The confidential and non-confidential minutes of the meeting held on 17 May 2018 were approved as an accurate record. The non-confidential minutes will be published on the Company’s website. | **Clerk** |
| **18/7/05** | **Matters Arising**  1 Minute 18/3/08.3 – 22 March 2018: Recruitment/appointment of Directors  During consideration of agenda item 6.3 the Board was informed that discussions have continued and details are awaited from SCC regarding its nomination of a second non-Executive Director. The Board’s preference for a Senior Officer has been communicated and clarification provided to the Cabinet Member for Education and Skills on the interpretation of the relevant Article of Association.  2 Minute 18/5/07.3: Development of Services and Future Transfers – Task and Finish Group - Confidential Meeting Notes refer  At its last meeting the Board agreed that the Finance and Audit Committee should consider the possibility of establishing a Task and Finish Group to work with the management team on this matter. Directors noted that at its recent meeting (20 June – Minute 18/6/03.3 refers) the Committee supported the CEO’s proposal to defer the item to enable wider discussion by the Board and to enable the Peer Review Report (agenda item 8) to provide a context for discussions involving key stakeholders and sector leaders. |  |
| **18/7/06** | **Strategic substantive item- Long term planning**   1. Long term planning –update on meetings with SCC – Confidential Meeting Notes refer   The Board was informed that the ongoing negotiation meetings with SCC were currently focussing on the commission contract. Directors were assured by the CEO that there were no concerns regarding the process or relationship with SCC although the recent meeting had been cancelled. Currently it seemed unlikely that the new commission transfer arrangements will be completed by SCC by September with the resultant challenge to Learn Sheffield’s cash flow. |  |
|  | 1. Schools’ subscription Model - update on the launch – Confidential Meeting Notes refer   The following issues were highlighted for the Board.     1. following the launch of the subscription model to schools the level of subscription as at 2 July was reported as -  * 131 schools have returned completed forms (total value of £387k); * 14 schools have verbally indicated they will be subscribing and the return of completed forms is being pursued (total value £38k); * 24 schools have yet to confirm their intentions but the majority are expected to subscribe (total value £82k); * 8 schools have verbally indicated that they will not be subscribing at the current time (total value £31k).   The combined value of the subscription for the 145 schools that have, or intend to subscribe represents 120% of the viability target (£355k) and 99% of the budget target (£450k). The expectation is that at least 50% of the schools yet to confirm their intention will subscribe thereby achieving 131% and 108% of the viability and budget targets respectively.   1. Directors acknowledged the encouraging position and the appropriateness of including an ‘opt out’ at the end of year 1. However it was recognised that a key risk will be ensuring the successful delivery of the subscription model in the first year to ensure the longer term financial commitment of schools. 2. Transfer and Development of Services - Confidential Meeting Notes refer   A number of issues were highlighted which are recorded in a separate confidential minute. |  |
| **18/7/07** | **Financial**   1. Confidential minutes of the Finance and Audit Committee meeting – 20 June 2018 – Confidential Meeting Notes refer   The Board received the unconfirmed minutes of the Committee’s recent meeting and noted the issues relating to the Monthly Management Accounts income and expenditure which had been clarified following the meeting. Other key issues discussed by the Committee were highlighted, some of which are recorded in a separate confidential minute -   1. Reserves Strategy (Minute F&A 18/6/03.1 refers) – further work will be undertaken as detailed in the Committee’s minutes. 2. Review of the Committee’s operation (Minute F&A 18/6/07 refers). The Board endorsed the following amendments proposed by the Committee –  * To change the quorum from ‘3 non-Executive Directors’ to ‘3 Directors, 2 of whom must be non-Executive’ * To appoint the Vice-Chair of the Board (Antony Hughes) as the Chair of the Committee. In the eventuality that the Chair is unable to attend the meeting a non-Executive Director who is present will be invited to preside over the meeting.  1. 2017/18 Budget – update on changes to the income and expenditure profile   The Board noted that the Committee had considered the Management Accounts as at 31 May 2018, (Minute F&CA 18/6/04.1 refers) details of which are recorded in the separate confidential minutes.  Directors acknowledged the challenges together with the action being taken to mitigate the financial risks.   1. Preparation of the draft budget for 2018/19 and indicative budget for September 2019 - Tabled Report and Confidential Meeting Notes refer   In addition to the version circulated prior to the meeting, the CEO tabled an updated report stressing that the documents summarised work in progress and were intended to seek a steer from the Board on the process and key assumptions underlying the 2018/19 budget preparation rather than constituting a draft budget for its approval at this stage.  A number of issues were highlighted in the presentation and discussion, some of which are recorded in a separate confidential minute. The preparation of next year’s budget will take account of earlier discussions by both the Board and the Finance and Audit Committee; the Risk Register, the outcome of the Peer Review particularly in relation to the need to increase organisational capacity in order to grow the business to become more sustainable.  In recognition of Directors’ responsibility for ensuring the Company’s solvency, their approval of a robust budget for 2018/19 was a priority. It was agreed that an extra Board meeting will be convened on 7 September at 8.30 am (i.e. prior to the Away Day) for the approval of the 2018/19 budget. | **CEO**  **Bf 7/9/18** |
| **18/7/08** | **Governance Matters**   1. Outcome of the Peer Review held on 23 and 24 May 2018   The final report of the Review, circulated to Directors on 22 June 2018, will be published prior to the end of the current academic year. Directors acknowledged that the report was very positive and will provide a basis for healthy dialogue with SCC and schools regarding Learn Sheffield’s future development. The Board endorsed the Review team’s recommendations and associated actions, namely, that Learn Sheffield builds on the current strengths by   * Strengthening its vision and new strategy * Building and strengthening system leadership across Sheffield * Giving a harder edge to its intervention model * Doing more to demonstrate progress and impact * Producing a strategy for financial stability   The view was expressed that the communications plan should aim to engage the local media to raise awareness of Learn Sheffield’s contribution to and impact on the city’s performance outcomes. |  |
| **18/7/09** | **Performance Outcomes for Summer Term 2018**  Directors received the Performance Outcomes report, as at 28 June 2018, noting the ‘steady state’ in terms of the ratings for Partnership Working (‘green’); School Inspection Outcomes (‘amber’); Pupil Outcomes (‘amber’); Outcomes for Vulnerable Pupils (‘amber’) and Attendance and Behaviour (‘amber’). As agreed at the last meeting the Board’s ‘Away Day’ on Friday 7 September will be an opportunity for more detailed discussion which will subsequently inform the Company’s early intervention work with schools. In particular account will be taken of the associated findings of the Peer Review, eg evaluating and demonstrating impact. |  |
| **18/7/10** | **Schedule of future meetings for 2018/19**  Friday 7 September 2018, 8.30 am to 9.30 am – Board meeting to approve the outline budget and budget assumptions for 2018/19 followed by the Away Day 9.30am–4.00pm  Thursday 11 October 2018, 4.00 pm Thursday 13 December 2018, 4.00 pm Thursday 31 January 2019, 4.00 pm followed by the AGM  Thursday 21 March 2019, 4.00 pm Thursday 16 May 2019, 4.00 pm Thursday 11 July 2019, 4.00 pm |  |
| **18/7/11** | **Any Other Business**  There were no other items of business |  |
| **18/7/12** | **Future Agenda items**  Approval of the 2018/19 Budget and beyond – Board meeting 8.30 – 9.30 am 7 September 2018  Performance Outcomes 2017/2018 – Board Away Day on 7 September 2018  Peer Review Report and next stages – input from Senior Officers on SCC’s priorities and alignment with Learn Sheffield’s strategy, Board Away Day, 2.00-4.00 on 7 September 2018  In relation to the September Away Day the CEO undertook to liaise with Directors in the interim with regard to the content of and sequencing of specific topics (i.e. Peer Review outcomes; strategic planning) and activities (i.e. input from Stakeholders) to be covered during the event. |  |