**Learn Sheffield Board Meeting**

Thursday 12th January 2017

**Paper One - Meeting Notes**

* ***4. Matters Arising***

***4.1 SCC Nominated Director***

The board should note that no confirmation has been received from Sheffield City Council (SCC) in relation to its nomination of a board member. The matter continues to be discussed regularly in meetings between the CEO and SCC officers and members. On each occasion that a potential nominee has been indicated, Learn Sheffield has contacted the nominee to offer a briefing on the company.

***4.3 Membership update***

Membership Update – this is covered in section one of the Update Report. As discussed previously all institutions have joined or indicated an intension to join. 93% of schools are now members and the outstanding schools (see below) are awaiting resolution of internal legal and governance issues.

Awaiting membership form -

Early Years / Primary – Clifford CE Infant, Emmaus CE/RC Primary, Sacred Heart RC Primary, St Ann’s RC Primary, St John Fisher RC Primary, St Joseph’s RC Primary, St Marie’s RC Primary, St Patrick’s RC Primary, St Thomas of Canterbury RC Primary, Valley Park Primary

Secondary / FE – All Saints Catholic High School, Notre Dame High School, Longley Park Sixth Form College

The new membership applications, for consideration at the meeting, are:

Early Years / Primary – Broomhall Nursery, Byron Wood Primary, Greengate Lane Primary, Hartley Brook Primary, Hatfield Primary, High Green Primary, Hunters Bar Junior, Oasis Don Valley, Oasis Fir Vale, Oasis Watermead, Reignhead Primary, St Theresa’s RC Primary, Woodthorpe Primary.

Secondary / FE – Firth Park Academy

***4.4 Finalisation of the lease***

The finalisation of the lease for the (Training & Development Hub) building is still on-going. As discussed at the board meeting in December, Learn Sheffield has expressed a position and is awaiting response from SCC. Subsequent negotiations will be led by the Strategic Business Director (Morag Sommerville) because the Operation Director (Andy Wynne) has been involved previously from an SCC perspective.

The position, which is informed by advice from Wrigleys, is below:

1. *We are happy to accept the lease on a full repair & insurance basis on condition that the condition assessment is based on a photographic schedule of condition, so that our repairing obligation is to keep the premises in no worse condition that is evidenced in the schedule, fair wear and tear excepted.*
2. *We wish to seek a reduction in the rent, on the grounds that*

*a. The reduction achieved by moving from the Council holding responsibility for repairs and maintenance to Learn Sheffield being responsible, is £2k per annum compared to the rent for the current contract of use, whereas Learn Sheffield’s costs for maintenance are significantly higher (the building condition survey we commissioned from a specialist company has suggested that we need to plan for £63k of repair/maintenance/replacement costs in the next 5 years)*

*b. The property would not in practice be lettable on a commercial basis, being on a school site with restrictions on who could effectively rent it.*

1. *We are comfortable with the proposals for 2-year break clauses on our side, but we would not be happy with the Council also having the option to terminate at 2 year break-points.  Given the funds that we need to invest in the building and our plans for development of Learn Sheffield’s operations we need reasonable security of tenure. Therefore we propose that the lease is 10 years, with Learn Sheffield having the option to break the lease at two-year intervals through the lifetime of the lease*

* **5. *Financial matters***

***5.1 Organisational Architecture***

***7.3 Company Status***

5.1 The matters relating to the payment of VAT on salaries of staff seconded to the company is being discussed with the Local Authority. A verbal update will be provided at the meeting on the progress of discussions.

A further verbal update will be received on the discussions with the Auditors about the organisational architecture of the company.

7.3. There have been previous discussions, at the Interim Board, about the longer term status of the organisation, including the Schools Company status. The Interim Board took a clear view that any changes to the Articles at the end of the first year, prior to the election of a substantive board, should not go beyond ‘tidying up’.

To be in a position to make decisions ahead of the next AGM the board may wish to request a paper from our legal advisors, which would inform future discussions on this matter and allow time for follow up work to be planned, including consultation with members and discussions with partners.

The reasons for the discussion stem from the tax implications of our current status. A charitable Trust would be able to hold profit or surplus void of corporation tax to enable the organisation to build reserves for investment. Balanced against this, our current status as a Schools Company enables us to be commissioned efficiently by SCC, who are a member of the company.

***5.2 Budget 2016/17***

The revised Budget Plan has been circulated and the latest Monthly Management Accounts will be tabled at the meeting. The Budget Plan includes December revisions, with the differences identified and accompanied by comment. Revisions have been made following reflections on the in-year actuals and to account for the lag expenditure appropriately within the budget.

Directors will note that the in-year contingency balance (as a percentage of income) is 4% which is lower than the figure (5%) discussed with the Interim Board.

***5.4 Financial authority thresholds / delegation / account signatories***

The revised Scheme of Delegation has been circulated to the board for comment. The role of the Chief Operating Officer has been highlighted as one which is not currently in the leadership structure.

There are two roles currently which are relevant: Strategic Business Director (Morag Somerville) and Operations Director (Andy Wynne). At present the responsibilities identified in the Financial Scheme of Delegation sit with the Strategic Business Director.

The board should consider the content of the Scheme, whether the Scheme should be amended to reflect the current roles and the future requirements of the company to ensure that these responsibilities are sustainably discharged.

***5.5 Financial Long Term Planning***

Paper Two (Financial Long Term Planning) has been circulated alongside this meeting note.

***5.6 Services Planning update***

Paper Three (Services Planning Update) has been circulated alongside this meeting note.

* ***6. Outcomes***

***6.1 Autumn term outcomes***

A final version of the Autumn Term Outcomes Report will be circulated in advance of the meeting. This is an update of the December Update which was reviewed at the last meeting, with the main changes being the addition of further analysis relating to partnership working and pupils outcomes, including outcomes for vulnerable pupils.

***6.2 Sheffield Performance Analysis Report***

Two reports will be shared alongside Autumn Term Outcomes Report. The first contains the 2016 Provisional Results, which have been discussed by both the Interim and substantive boards previously. The second contains analysis of the outcomes of pupil groups, which informs the additional information in section four of the Outcomes Report.

* ***7. Legal/HR Update***

***7.1 Due Diligence – progress report/outcome of further discussions with SCC***

This update also relates to Paper Three (Services Planning Update), which has been circulated and was discussed under 5.6.

***7.2 STAT Sheffield Novation – update***

The process of novating STAT Sheffield to Learn Sheffield continues, as described in minutes of the meeting on 9th December. The novation documents are agreed and awaiting signatures following the agreement of a side letter, which related to The Publishing Foundry and Sheffield City Council, and a letter of intent, which relates to The Publishing Foundry and Learn Sheffield.

Drafts of both letters are currently being discussed by legal representatives of all parties and the process is still expected to be completed by the end of the month, which is in line with the agreements made by all parties in December.

* ***8. Risk Assessment (Minute 16/12/7.2iv)***

The revised Risk Register and Risk Framework will be circulated prior to the meeting for board consideration. The previous versions (October 2016) have been reviewed, taking account of the comments by the Interim Board (see 13.10.16 minutes item 10).

* **10. Schedule of Meetings for 2016/17 and future agenda items**
* **11. AOB**

AOBs and potential future agenda items, which are not on the agenda for this meeting are below for board consideration:

* Sheffield Priorities Update

An updated version of the Sheffield Priorities has been sent to the designer and is scheduled to be launched later this month. This version contains greater detail about the key strategies that have been put in place and the activities which support them. The action planning for each theme includes milestone activities by Easter 2017 (one hundred days) and the end of 2017.

The new version will be circulated to board members for comment and consideration. The board may wish to schedule a discussion of it at the next meeting, perhaps with a particular focus on budget spending and key strategies.

* Schools Forum funding working party

Schools Forum agreed to set up a working group to discuss de-delegated service funding and collaborative funding models more generally. The board may wish to consider how it will approach this work, both in terms of making an appropriate contribution and reflecting on the findings.

* Communication Update

The board have not received a communication update in recent meetings, including website analytics. An update on this for the board would be appropriate for scheduling on a future agenda.

* Beyond MATs Collaboration

The national group that we have been engaging with as founder members, with the working title ‘Beyond MATs’, has agreed to meet termly and develop a lobbying dimension for organisations such as ours. An update on this for the board would be appropriate for scheduling on a future agenda.