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**Chair of the meeting:**

Mike Allen– Co-opted Director and Vice Chair

**Present:**

Stephen Betts – CEO, Learn Sheffield  
Chris French – Secondary School Director   
Christopher Holder, Primary School Director  
Antony Hughes – Co-opted Director – participated via telephone link  
Angela Lant – Primary School Director

Judith Smith – Special School Director

**Attendees:**

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

A Wynne, Operations Director

| **Minute** |  | **Action** |
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| **17/12/01** | **Apologies for Absence**  Apologies were received from Cllr A Bainbridge – SCC nominated Director. |  |
| **17/12/02** | **Chair’s Opening remarks**  As previously agreed, Darren Tidmarsh had been invited to attend the meeting in an observer capacity but had tendered apologies due to a prior commitment. |  |
| **17/12/03** | **Quoracy**  It was confirmed that the meeting was quorate. |  |
| **17/12/04** | **Minutes of the previous meeting**  The confidential and non-confidential minutes of the meeting held on 19 October 2017 were approved as an accurate record. The non-confidential minutes will be published on the Company’s website. | **Clerk** |
| **17/12/05** | **Matters Arising**  1 Minute 17/10/05.1: Finalisation of the lease  The Board was informed that the position remained unchanged from that reported at the last two meeting i.e. signing of the final lease was still pending receipt of documentation from SCC.  2 Minute 17/10/05.4: Chief Executive’s performance objectives  The Board was informed that the performance objectives previously discussed by the former Chair and the Chief Executive will be forwarded to the current Chair for finalisation prior to circulation to Directors for information / comment and subsequent endorsement by the Remuneration Committee.  3 Minute 17/10/07: Governance – Articles of Association  The Board was informed that following the last meeting further discussions had taken place with SCC, with particular reference to Article 5 The Objects following legal advice from Wrigleys that the proposed change would not contravene the Schools Regulations. It was clarified that at this stage no amendment is proposed to Article 14 (the appointment process for non-Executive Directors from educational sectors). The aim will be to obtain SCC’s agreement to the proposed changes in writing (as required by Companies House) prior to approval by Members at the AGM on 1 February 2018. | **Clerk**  **CEO** |
| **17/12/06** | **Strategic substantive item- Long term planning**   1. Long term planning – update – Confidential Meeting Notes refer   As requested by the Finance and Audit Committee (Minute 17/11/08.1) a timeline was circulated identifying the significant meetings, key activities and opportunities to engage stakeholders in the long term planning and transfer of services processes during the period December 2017 to February half-term 2018. The Chief Executive updated Directors in respect of his ongoing discussions with SCC’s Chief Executive. Details are recorded in the separate confidential minutes. |  |
|  | 1. Transfer of Services - update – Confidential Meeting Notes refer   Further to the report to the Finance and Audit Committee meeting on 22 November (Minute 17/11/08.1 refers) Directors were informed of the current position details of which are recorded in the separate confidential minutes |  |
| **17/12/07** | **Financial**   1. Minutes of the Finance and Audit Committee meeting held on 22 November 2017   The confidential minutes of the meeting were received by the Board. The Chair highlighted the following items of business transacted by the Committee   1. Minute 17/11/06 - Risk Register   The five key risks together with details of mitigating action were discussed together with five risks for which ratings had been escalated. The Board endorsed the Committee’s request that further consideration is given to specific risks and noted that an updated register will be provided for the next meeting which takes account of comments made.   1. Minute 17/11/07 - Appointment of Auditors for 2017/18   The Board approved the Committee’s recommendation to re-appoint Hart Shaw. A resolution to this effect will be included on the agenda for the forthcoming AGM.   1. Minute 17/11/08.1.2 - RTU recognition   The Board noted the legal advice received from Wrigleys.   1. Minute 17/11/08.2 - SEFOnline recommendation   The Board approved the Committee’s recommendation, based on legal advice received from Wrigleys | **Operations Director**  **Clerk** |
|  | 1. 2017/18 Budget – update   It was noted that at the time of the Finance and Audit Committee meeting the ongoing delay in receiving relevant financial information from SCC in relation to the planned transfer of services, it had not been possible to update the income and expenditure profile for the current year; model scenario plans for the 2017/18 out-turn or draft a shadow budget for 2018/19 (as requested by the Board). |  |
|  | 1. Draft audited accounts for the year end 2016/17   The Board received the draft audited accounts (as at 22 November 2017, considered by the Finance and Audit Committee, Minute 17/11/04 refers) noting that their preparation had been delayed due to the need to resolve issues relating to VAT registration; liability for Corporation Tax; the accounting treatment of some items of expenditure; clarification of the SYPF pension liability position in respect of TUPE’d staff. The issues highlighted for the Board are recorded in a separate confidential minute. |  |
| **17/12/08** | **Preparation for the AGM**  The Board received for information a copy of the current draft agenda for the AGM/EGM scheduled for 1 February 2018. In addition to items of business / resolutions referred to in Minute 17/12/05.3 (changes to the Articles) and Minute 17/12/07 above (Re-appointment of Auditors; Year-end accounts for 2016/17) the following items were highlighted –   1. Election of Directors   In the recent call no nominations had been received for either of the two vacancies (for a FE Director and a Secondary School Director), consequently a second call will be issued, with a deadline of noon, Friday 12 January 2018 for the receipt of valid nominations. If a ballot is required this will be held from 15 to 30 January 2018 thereby enabling successful nominees to be formally appointed as the new Directors by a resolution at the AGM on 1 February 2018.   1. Draft Director’ report –   The report will be circulated for comment prior to the meeting on 18 January 2018 following which it will be distributed to Members in advance of the AGM.   1. Peer review presentation –   Arrangements for the Peer review, scheduled for January, have yet to be finalised. However, the intention remained to present the outcomes to Members at the AGM.   1. Pre AGM communication –   Final, formal, notification will be circulated to all Members no later than 10 January 2018 to comply with the requirements of Article 38. | **Clerk**  **CEO**  **CEO**  **Clerk** |
| **17/12/09** | **Monthly Management Accounts – as at the end of October 2017**  The Management Accounts covering the period from September to date, were tabled. The Board noted   * the break-even position with income and expenditure in line with budget; * in addition to the deferred STAT income for 2016/17 (£85k) (referred to in Minute 17/12/07.2) the first statement from the Publishing Foundry identified a further outstanding amount of £5,500 which was not included in the tabled report; * legal advisers for Learn Sheffield and SCC were discussing the possibility of pursuing two outstanding invoices relating to STAT novation with the aim of reaching a settlement and agreement on the allocation of income to both parties.   The next report, to the Finance and Audit Committee at its meeting on 17 January 2018, will provide more details of specific items of expenditure. | **SB Lead for F&A Cttee 17/01/18** |
| **17/12/10** | **Performance Delivery year-end 2017 outcomes update**  Subsequent to discussion at the last meeting the following documents had been circulated to Directors –   1. Outcomes Report November 2017 2. The Chief Executive’s (shorter) Sheffield Overview Presentation submitted to SCC Scrutiny Committee on 13 November 2017 together with the more detailed (longer) version 3. The article ‘Punching above our weight’ written for the Sheffield Telegraph and Governors’ Newsletter   The Board’s attention was drawn to the following –   1. The Outcomes Report included a two page analysis of the 20 headline measures (from early years to post 16) comparing Sheffield with national outcomes; the Core Cities and statistical neighbours. The summary showed an general upward trend and improved position. 2. Both versions of the Presentation identified the areas of success, the key challenges, the impact of Learn Sheffield and the strategic response. In particular the performance of ‘support and challenge’ Primary Schools in KS2 had improved by 15% compared with 8% for other schools. 3. Whilst the self-evaluation acknowledged Learn Sheffield’s demonstrable impact and value for money it recognised that it had not achieved the desired ‘step change’. 4. Work currently in progress includes three detailed analyses and their outcomes, in the form of written reports, will be shared with schools in Spring Term 2018.   During discussion the view was expressed that when emphasising the positive impact of Learn Sheffield it was important to focus on how it adds value and to recognise the input of schools when celebrating successful performance, in order to reflect the totality of working together. Furthermore, the ‘value for money’ provided by Learn Sheffield was an important aspect of ongoing negotiations with SCC regarding future funding. However, it was noted that due to the different funding models it was not possible to provide a like-for-like comparison with other Core Cities. |  |
| **17/12/11** | **Schedule of future meetings for 2017/18**  Thursday 18 January 2018 at 4.00 pm – extra meeting  Thursday 1 February 2018 at 4.00 pm **to be followed by the AGM** Thursday 15 March 2018 at 4.00 pm – Directors noted the possible rescheduling of this meeting due to the Chair’s having a prior commitment. Directors will be contacted to confirm their availability on Thursday 22 March 2018 at 4.00 pm.  Thursday 17 May 2018 at 4.00 pm Thursday 5 July 2018 at 4.00 pm | **Clerk** |
| **17/12/12** | **Any Other Business**  One item of business is recorded in the separate confidential minutes. |  |
| **17/12/13** | **Future Agenda items**  The following items have been identified for future meetings   * Audited 2016/17 year end accounts – January 2018 * Directors’ Report 2016/17 for the AGM – January 2018 * AGM Final preparations – January 2018 * Year 4 Planning – Members’ subscription model – January 2018 * Service Transfer update – January 2018 * Outcomes update (as at the end of Autumn Term 2017) – January 2018 * Horizon Scanning / Scenario Planning (identified by the Finance and Audit Committee) |  |