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| Learn Sheffield Training and Development Hub**Learn Sheffield Board of Directors**Wednesday 1 February 2017, 4.30 pm – 6.00 pmMINUTES |

**Chair: Darren Tidmarsh** (from 4.40 pm)

**Present:**

Mike Allen - Co-opted Director (in the Chair 4.30 to 4.40 pm)

Stephen Betts – CEO, Learn Sheffield
Chris French – Secondary School Director
Chris Holden – Primary School Director
Angela Lant – Primary School Director
Judith Smith – Special School Director
Joel Wirth – Secondary School Director

**Attendees:**

Val Struggles, Clerk to the Board

**Apologies:**

Morag Somerville, Strategic Business Director

| **Minute** |  | **Action** |
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| **17/02/01** | **Apologies for Absence**Apologies for absence were received from Morag Somerville, Strategic Business Director. |  |
| **17/02/02** | **Quoracy**It was confirmed that the meeting was quorate. |  |
| **17/02/03** | **Declarations of Interest**Mike Allen declared an interest in agenda item 4.1 – Appointment of co-opted Directors.Stephen Betts declared an interest in agenda item 9 – Chief Executive’s objectives. |  |
| **17/02/04** | **Appointment of co-opted Directors**In accordance with Article of Association 12.3 the Board agreed unanimously to appoint two co-opted Directors with immediate effect. 1. Mike Allen, Chair of the Governing Bodies of Pipworth and Philimore Primary Schools and former Director of the interim Board.
2. Antony Hughes¸ CEO of Harmony Trust and previously Children’s Commissioner and Director of Inclusion and Learning, SCC. The Board authorised the Chair to contact Antony Hughes to confirm his appointment prior to the next meeting.
 | **DT - Chair** |
| **17/02/05** | **Appointment of Chair and Vice Chair**In accordance with Article of Association 16 the Board agreed unanimously to re-appoint Darren Tidmarsh as Chair for a one year period terminating on 31 January 2018.The invitation to other Directors to express an interest in the position of Vice Chair was reiterated with the intention of approving an appointment at the next meeting. | **Directorsbf 16.2.17** |
| **17/02/06** | **Minutes of the meetings held on 13 October 2016 and 9 December 2016**The minutes were approved as an accurate record and for publication of the non-confidential minutes on the ‘Governance’ section of the website. | **Clerk** |
| **17/02/07** | **Matters Arising**1 Minutes 16/12/1 and 16/12/11.2i): Appointment of Directors – SCC nomination and additional non-executive DirectorsThe decision relating to the appointment of additional non-executive Directors is recorded in minute 17/02/04 above.In respect of the SCC’s nomination, the Board was informed that on each occasion when the Council has provided details of its potential nominee, the individual concerned has been offered a briefing meeting with the Chief Executive. However to date no formal confirmation of a nominee has been received from the SCC and the matter will continue to be pursued by the CEO. Any risk associated with the ongoing vacancy of the Council’s nominated Director will be kept under review by the Board.2 Minute 16/12/6: Roles and Responsibilities As requested at the last meeting a copy of the DBIS leaflet ‘Directors’ Duties’ available via Companies House, had been circulated to all Directors for information. It was confirmed that all Directors (with the exception of those referred to in minute 17/02/04 above) had completed and returned to the Clerk a signed Register of Interest form. In addition, the CEO has provided all new Directors with an induction briefing.3 Minute 16/12/7.2i): Membership updatePaper One (circulated for agenda item 4) reported that at the end of December 2016, 163 schools (93%) were now members and that all remaining schools/college were in the process of becoming members. New members were recorded as: -* 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 Minute 16/12/7.2ii): Finalisation of the leasePaper One (circulated for agenda item 4) provided details of the legal advice which has informed the company’s position in respect of the lease. Although SCC’s response is awaited, completion of the lease is anticipated shortly. In summary Learn Sheffield is willing to accept the lease * on a full repair and insurance basis subject to a condition assessment based on photographic evidence;
* a reduction in the current rent in recognition of the anticipated cost of maintenance, repairs and replacements over the next 5 years;
* an extension from 5 to 10 years with 2 year break points (for Learn Sheffield only).

The Board received assurance from the CEO that there were no causes for concern or major risks for the company.5 Minute 16/12/7.2iii): Change to Article 40 (Quorum for General meetings)It was noted that the Board’s intention to amend Article 40 has been raised with Wrigleys Solicitors and following an initial response, further clarification is being sought regarding how approval of the change can be expedited. In addition legal advice will be obtained on the drafting bye-laws/standing orders to accompany the Articles and to clarify their interpretation. | **CEO****Board****Clerk** |
| **17/02/08** | **Financial matters**1 Organisational Architecture (Minute 16/12/8.1 refer) and Company statusThe following issues were highlighted in Paper One:-1. Discussions are continuing with SCC regarding the payment of VAT on the salaries of staff seconded to Learn Sheffield. The CEO and Chair will raise the matter at the meeting arranged for 2 February and a further report will be provided at the next meeting.
2. Directors acknowledged previous discussions by the Interim Board regarding the longer term status of the Company (including the potential to create a charitable trust) and the tax implications associated with its current Schools Company status. Directors agreed to request a written report from legal advisers on this matter together with their wider review of the Company’s Articles which will enable more detailed discussion prior consulting with members and partner organisations before seeking members’ approval at the next AGM. The scope of the review by Wrigleys should include – a skills-based Board; the role of SCC; Membership status; their view on any other constraints likely to affect the Company’s progress.
3. Budget 2016/17 – Monthly Management Accounts

In addition to the revised budget plan 2016/17 circulated with the agenda, a report on the income and expenditure as at the end of January 2017 was tabled for consideration. In relation to the budget plan, the CEO highlighted the adjustments to reflect actual income (i.e. a reduction of £30k). The current in-year contingency (as a percentage of income) was 4% compared with 5% requested by the interim Board at the meeting in October 2016 and which will remain the longer term target.1. Banking arrangements (Minute 16/12/8.3 refers)

In the absence of the Strategic Business Director a report on the outcome of ongoing discussions regarding future banking arrangements was deferred to the next meeting. However, the Board agreed to delegate authority to the Chief Executive regarding the selection of the Company’s bank and determining the signatories to the bank account, subject to adhering to the thresholds (to be agreed) as out in the ‘Financial Scheme of Delegation’ (referred to below).1. Financial authority thresholds / delegation / account signatories (Minute 16/12/8.3 refers)

Directors received the proposed scheme of delegation, including financial authority levels for Directors, the CEO and other Senior Staff. It was clarified that the CEO is authorised to approve any single transaction up to £50k.  Directors approved the scheme, noting that it contained reference to ‘Chief Operating Officer’ – a post not currently in the organisational structure- and that presently responsibility for the functions specified rest with the Strategic Business Director.1. Financial Long Term Planning - CONFIDENTIAL

Paper Two, circulated prior to the meeting, focussed on the Company’s financial sustainability after the current 3 year commission by the SCC ends. Issues highlighted during the presentation and discussion are recorded in a separate confidential minutes.. The Board supported the approach outlined in the paper and requested the Chief Executive to * consider ways of improving the wider understanding of Learn Sheffield’s offer which promotes the benefits and added value to the sector, and
* undertake further work (via the Schools Forum Working Group as appropriate) to develop and translate the options outlined into a more detailed and costed strategy.

Further reports will be provided for future meetings as a standing agenda item.1. Services Planning update - CONFIDENTIAL

Paper 3, circulated prior to the meeting, provided an update on the ongoing due diligence process and discussions with SCC. Details of the progress to date and issues raised in discussion are recorded in a separate confidential minute.The Board agreed the recommendations and timescale for further reports for consideration at future meetings as outlined in the report. The CEO and Chair will continue negotiations with SCC (other Directors were invited to participate).  | **CEO /Chair****CEO/SBD/ Clerk****CEO****CEO****Clerk****CEO** |
| **17/02/09** | **Outcomes**1 Autumn Term 2016 outcomesThe report circulated in advance of the meeting provided an update following the one considered at the meeting in December 2016. During the presentation the CEO highlighted the following aspects of the report, which had received positive feedback from SCC:-1. Partnership working

The overall RAG rating remained ‘green’ in recognition that all education institutions are members or are in the process of becoming members (minute 17/02/7.3 above refers) 1. School Inspection Outcomes

The overall RAG rating remained ‘amber’ in recognition of some ‘inadequate’ Ofsted grades despite the general positive upward trend in the proportion of good/better schools. In future reports the Board will be invited to scrutinise Learn Sheffield’s impact and accuracy in terms of grade predictions when outcomes are not in line with expectations.1. Pupil Outcomes

Although there was a continuation of the upward trend the overall RAG rating remained ‘amber’ in recognition that the objective of reaching and exceeding national averages has not yet been achieved.1. Outcomes for Vulnerable pupils

Despite some positive trends, as summarised in the report, the overall RAG rating remained ‘amber’ due to the continuing high number of exclusions. 2 Sheffield Performance Analysis ReportTwo reports were circulated for information and note, one containing the 2016 provisional results and the second containing an analysis of pupil groups. |  |
| **17/02/10** | **Legal / HR matters**1. Due Diligence – progress report/outcome of further discussions with SCC - CONFIDENTIAL

The discussion and decisions relating to this item are recorded in minute 17/02/8.6 above.2 STAT Sheffield NovationIt was reported that the Novation documents have been agreed, following receipt of legal advice and will be signed by the Chair following the meeting. Strategies are being developed to secure the longevity of STAT income (as part of the financial long term planning) and this will be kept under review.3 Company StatusDiscussion of this item is recorded in minute 17/02/8.1 above | **Chair** |
| **17/02/11** | **Risk Assessment**Taking account of discussion by the Interim Board (October 2016 minute 16/10/13 refers) the Risk Register and Risk Framework had been reviewed and revised. The Board was requested to note two risks – relating to pensions and HR - which have been added to the register, both associated with TUPE arrangements. In addition the CEO informed the Board that he would keep under review the potential risk which could arise if his ongoing approach to improving strategic external relationships is unsuccessful. | **CEO** |
| **The Chief Executive left the meeting for the following item** |
| **17/02/12** | **Chief Executive’s Objectives – CONFIDENTIAL**Details of the Chair’s verbal report are recorded in a separate confidential minute. |  |
| **17/02/13** | **Schedule of meetings for 2017**Following consultation with the new Board of Directors, the schedule of future meetings was confirmed (with changes to the start times for March and July). In the light of earlier discussion it was acknowledged that meetings may need to be extended beyond 2 hours for the timely transaction of some items of business. Members will be consulted as necessary.1. February 2017 at 4.00 pm

23 March 2017 at **4.30 pm**18 May 2017 at 4.00 pm6 July 2017 at **4.30 pm** |  |
| **17/02/14** | **Any Other Business** There were no other items of business. |  |
| **17/02/15** | **Future Agenda items**In addition to issues raised during discussion for consideration at future meetings, the following items have been identified for the meetings on 16 February / 23 March* Sheffield Priorities Update including key strategies and supporting milestone activities – 16 February 2017
* Schools Forum Funding Working Party including Learn Sheffield’s contribution and reflection on the findings – 16 February 2017
* Communication update including an analysis of the website – 16 February 2017
* Beyond MATs collaboration - an update on the work of the national group – 16 February 2017
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