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Minutes

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| **Title of meeting** |  **Learn Sheffield Board Meeting** |
| **Date and Time** | **9 December 2016 at 3.00 pm – 4.00 pm** |
| **Location** | **Learn Sheffield Training and Development Hub** |
| **Chair** | **Darren Tidmarsh**  |
| **Directors in attendance:**Chris French, Executive Principal, Brigantia Learning TrustChris Holder, Headteacher, Lowfield SchoolAngela Lant, Executive Headteacher, Tapton Academy TrustDarren Tidmarsh, Executive Director, The Sheffield College**In attendance:**Morag Somerville – Strategic Business DirectorVal Struggles - Clerk |

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| **Minute reference** |  | **Action** |
| **16/12/1** | **Apologies for absence**Apologies for absence were received from Stephen Betts, Chief Executive Learn Sheffield, Judith Smith, Headteacher, Talbot Special School and Joel Wirth, Headteacher, Ecclesfield School (subsequent to the meeting).It was reported that contact is being maintained with Sheffield City Council regarding its nominated non-Executive Director. The Chair of the Interim Board undertook to progress the matter with Cllr Drayton. | **D Tidmarsh** |
| **16/12/2** | **Quoracy**This was the first meeting of the new Board of Directors following their appointment at the AGM/EGM on 6 December, 2016. Although the number of Directors present was not sufficient for a quorum (i.e. 5 – in accordance with Article 25.2) the meeting proceeded to enable those present to note progress on a number of matters prior to the next meeting (12 January 2017) when any items requiring discussion or approval will be considered. |  |
| **16/12/3** | **Declarations of interest**No declarations of interest were recorded. |  |
| **16/12/4** | **Welcome and Introductions**In the Chief Executive’s absence, the Chair of the Interim Board welcomed new Directors to their first meeting. |  |
| **16/12/5** | **Appointment of a Chair in accordance with Article 16 and nomination of a Vice Chair**The Chair of the Interim Board confirmed that he was willing to continue as Chair, subject to being re-appointed in accordance with Article 16 and formal approval at the next meeting.At the next meeting, the Board will be asked to consider a proposal to appoint a Vice Chair, in the interest of longer term succession planning and to provide a contingency in the absence of the Chair. In preparation, Directors were requested to consider expressing an interest in the role of Vice Chair to the Clerk. | **Clerk b.f. 12.01.17****Clerk b.f. 12.01.17****Directors** |
| **16/12/6** | **Roles and Responsibilities**It was noted that the Chief Executive had intended to meet with all new Directors prior to this meeting as part of their induction into the role. The Chair of the Interim Board emphasised the need for Directors to fulfil their legal and fiduciary duties; acknowledge the confidentiality of some items of business and potential conflicts of interests.It was confirmed that details of the new Director appointments had been registered with Companies House and that the process of updating the PSC (persons with significant control) details will be completed shortly. Directors will be asked to complete a ‘Register of Interests’ form which will be maintained by the Clerk and available for public inspection. A copy of the ‘Code of Practice’ for Directors will be circulated to Directors for information with an invitation to contact either the Clerk of the Chair of the Interim Board if there are any queries. | **Clerk** |
| **16/12/7** | **Minutes of the meeting held on 13 October 2016 and Matters Arising** |  |
|  | 1. Minutes

The minutes will be formally approved at the next meeting. | **Clerk b.f. 12.01.17** |
|  | 1. Matters Arising
2. Minute 16/10/4.2i) – Membership update

The paper tabled for item 8 indicated that currently 163 schools (93%) are members with all remaining schools having indicated an intention to become member. An update will be provided at the next meeting.1. Minute 16/10/4.2iii) - Finalisation of the lease

A report was tabled providing details of the outcome of ongoing negotiations with SCC and legal advice obtained by Learn Sheffield. Progress was noted and a further update will be provided at the next meeting.1. Minute 16/10/7 - AGM/EGM – Feedback and Reflections

The Company’s first AGM/AGM was arranged for 24 November and subsequently reconvened for 6 December 2016. On both occasions insufficient members attended to achieve the quorum required and the reconvened meeting subsequently proceeded in accordance with Article 40. In relation to the quorum it was acknowledged that there is a need to balance practicality with an appropriate level of attendance to engage the wider membership. Directors were informed that to avoid a repetition at future AGM/EGMs, consideration will be given (with legal advice) to revising the quorum as permitted by the Articles.In response to a request for comments on the arrangements for the AGM/EGM the following views were expressed –1. A preference for a city centre venue rather than Learn Sheffield
2. The end of day / ‘twilight’ time slot was convenient
3. Late November / early December was a busy period in the academic year. (However the frequency as specified in Article 37 must be adhered to, i.e. ‘not more than 18 months must elapse between successive AGMs’.)
4. The need for wider promotion of the event, for example, raising awareness via the termly locality agendas.
5. In addition to covering the items of business required to comply with the Company’s Articles, the inclusion of a key topical issue and / or a forward looking perspective of Learn Sheffield’s priorities would add value to the event.
6. Minute 16/10/10 – Risk Assessment – progress report

The risk assessment, which will be a key focus for future business, continues to be work in progress and a report will be provided for the next meeting. Prior to this the paper considered by the Interim Board at the meeting on 13 October will be circulated for information. | **CEO b.f. 12.01.17****A Wynne b.f. 12.01.17****Clerk****MS b.f. 12.01.17****Clerk** |
| **16/12/8** | **Financial matters**1 Accounting Treatments – advice received from the AuditorsIn respect of the 2015/16 Financial Statement presented to the AGM/EGM by the Auditors, the following matters were highlighted for the new Directors –1. Some LA commission income has been carried forward into the current year’s budget to reflect the lag in spending;
2. Due to the Company being eligible for corporation tax on income from commercial activities (e.g. lettings), discussions are continuing with the Auditors regarding its organisational architecture. This will be considered further by the Board at a future meeting.
3. Pending receipt of advice the current assumption is that the Company will be required to charge VAT on its activities.
4. The Chief Executive has been requested to discuss with the Local Authority matters relating to the payment of VAT on the salaries of staff seconded to the company in 2015/16. The outcome of discussions will be reported to the Board.

2 Budget 2016/17 – Monthly Management Accounts The profit and loss account up to 30 November 2016 was tabled for information. It was confirmed that there were no extra ordinary items of income or expenditure to report in relation to transactions during the first quarter of the current financial year.Directors were invited to comment on the level of detail required in future financial reports to provide them with the required level of assurance in relation to budgetary control; the impact of profit and loss activity and any consequent revision to the year end forecast.A copy of the 2016/17 budget considered by the Interim Board at the last meeting and the 2015/16 Financial Statements will be circulated to Directors for information prior to the next meeting.3 Banking ArrangementsA further meeting has been arranged with the Company’s current bankers (Barclays Bank) to discuss facilities and services, including short term investment options. Proposals will be presented to the next meeting together with a revised delegation schedule, financial authority thresholds and account signatories. | **MS****CEO****Clerk****MS b.f. 12.01.17**  |
| **16/12/9** | **Outcomes**An updated report, as at December 2016, was tabled for information. Directors were invited to submit comments to the Chief Executive on the content and format of the paper prior to receiving a full report at the next meeting.It was reported that previously the Interim Board have challenged when Ofsted outcomes have not been in line with expectations (i.e. there has been potentially a failure to identify where support was required). | **CEO b.f. 12.01.17** |
| **16/12/10** | **Legal / HR Update** 1 Due DiligenceDirectors were informed that negotiations commenced earlier in the year with SCC regarding the potential transfer of services to Learn Sheffield. Two meetings took place in the summer to go consider the potential budget for individual services and to challenge assumptions, the degree of sustainability, potential liabilities etc. A further meeting has been arranged for the Chief Executive and Chair of the Interim Board with SCC on 13 December 2016 to discuss matters further and a report will be provided for the next meeting.2 HR policies and proceduresDirectors were assured that as an employer, Learn Sheffield is compliant with its statutory duties. The policies of SCC are applied to staff who have been TUPE’d to Learn Sheffield and are being used to model the policies and procedures for Learn Sheffield employees.3 STAT Sheffield novation – updateAs reported in the tabled paper, a further meeting has been scheduled with the solicitors for 21 December 2016. Although the novation is close to being finalised, this is not expected to be achieved until early January 2017. A further report will be presented to the next meeting. | **CEO/D Tidmarsh b.f.12.01.17****A Wynneb.f. 12.01.17** |
| **16/12/11** | **Schedule of meetings for 2016/17 and future agenda items**1. Schedule of meetings

The following schedule of meetings for 2016/17 was confirmed as circulated with the agenda12 January 201716 February 201723 March 20171. May 2017

6 July 2017All to convene at 4.00 pm unless otherwise stated on the agenda |  |
|  | 2 Future agenda itemsThe following items were identified –1. Additional Directors

 The Board was informed that under Article 12.2 up to two non-executive Directors could be appointed to enhance the range of skills and experience; provide continuity and / or provide a different perspective. The names of two potential individuals were put forward, details of which the Chair of the Interim Board will communicate to absent Directors prior to a formal proposal being considered for approval at the next meeting.1. Chief Executive’s Objectives

Directors were informed of their responsibility to approve the Chief Executive’s objectives which will be used to inform the review of his remuneration. Proposals will be submitted for consideration and approval at the next meeting. | **D TidmarshClerk b.f. 12.01.17****D Tidmarsh****Clerk b.f. 12.01.17** |