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| Learn Sheffield Board of DirectorsThursday 18 April 2019, 4.00 pm– 6.10 pm Learn Sheffield Training & Development Hub  4.00 pm – 5.50 pm  MINUTES |

**Chair:** Mike Allen – Co-opted Director

**Attendees:**

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| **Name** | **Position** |
| Andy Bainbridge | SCC Nominee Director |
| Stephen Betts | Learn Sheffield Chief Executive |
| Andrew Hartley | FE Director |
| Christopher Holder | Primary School Director |
| James Henderson | SCC Nominee Director |
| Judith Smith | Special School Director |
| Val Struggles | Clerk to the Board |
| Morag Somerville | Strategic Business Lead |
| Darren Tidmarsh | Co-opted Director |
| Mike Westerdale | Secondary School Director |
| Andy Wynne | Operations Director |

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| **Minute** | |  | **Action** |
| **19/04/01** | | **Apologies for Absence**  Apologies were received from Chris French, Secondary School sector Director and Antony Hughes, Co-opted Director. |  |
| **19/04/02** | | **Chair’s opening remarks**  There were no opening remarks from the Chair. |  |
| **19/04/03** | | **Declarations of Interest**  No formal declarations were made. |  |
| **19/04/04** | | **Minutes of the previous meeting held on 31 January 2019**  The confidential and non-confidential minutes were approved as an accurate record. The non-confidential minutes will be published on the website. | **Clerk** |
| **19/04/05** | | **Matters Arising (Meeting Notes and accompanying papers refer)**  1 Minute 19/01/05.1: Educator Assessment Tracker – contractual arrangements – Confidential  Discussion of this item was set in the context of the following developments since the Board’s last meeting –   1. The discussion and decision of the Finance and Audit Committee (recorded in minute 19/02/04.1 27 February 2017) and the authorisation given to the Chief Executive to progress matters subject to obtaining legal advice (particularly in relation to IPR based on the Deed of Variation signed in September 2018 which effectively reduced Learn Sheffield’s share and therefore amount of leverage). 2. The letter (dated 20 March 2019, circulated) from Wrigleys Solicitors summarising the discussion points raised in the conference call on 15 March with The Publishing Foundry (TPF), which some members of the Board participated in, together with their legal advice in respect of the proposal. 3. The exchange of emails (during 25 March and 6 April) outlining Directors’ initial comments (on the proposal and legal advice in Wrigleys’ letter) together with copies of the proposed contract (clean and annotated copies).   Details of the issues discussed with TPF and Wrigleys, which sought to alleviate Directors’ main concerns relating to the proposed future arrangements, are recorded in a separate confidential minute.  The Board endorsed the decision of the Finance and Audit Committee and the steps taken to conclude this matter.  2 Minute 19/01/05.2: Recruitment of a fourth co-opted Director  The Chair reported that to date the process of identifying a potential candidate to fill the current vacancy for a fourth co-opted non-Executive Director had not been successful. The Board agreed that over the next 3 months the priority will continue to be securing the appointment of an individual with financial/commercial expertise whilst also being mindful of the desire to broaden the diversity profile of the Board. Directors were invited to submit details of potential candidates to the Chair.  In the eventuality that the vacancy remains unfilled, further consideration will be given to other options aimed at enabling the Board to obtain advice and support to ensure the Company’s financial viability and sustainability over the longer term.  3 Minute 19/01/07: Annual General Meeting  Although feedback from stakeholders had been limited, it was positive. As a consequence of the amendment to the Articles (approved at the 2018 AGM/EGM) the meeting had been quorate with 27 Members in attendance. The view was expressed that as anticipated there had been advantages and disadvantages arising from the greater awareness of the Company’s financial challenges with a corresponding positive impact on the level of support for ensuring its sustainability. | **Directors** |
| **Financial Matters** | | | |
| **19/04/06** | | **6.1 Confidential minutes of the Finance and Audit Committee meetings held on 27 February 2019 together with Matters Arising**  1 Minutes of the meeting  The confidential Minutes of the meeting had been circulated and actions arising were noted, with specific reference to –   1. Minute 19/02/04.1 summarising the discussions relating to future arrangements relating to Education Assessment Tracker – Agenda item 5.1 refers 2. Minute 19/02/04.2i) Staff contractual terms and conditions in relation to the extended grades/pay scales 3. Minute 19/02/04.2ii) School Improvement Team – Agenda item 9.1 refers 4. Minute 19/02/04.3 SCC Partnership Developments – Agenda item 7 refers 5. Minute 19/02/07 Risk Register – the Register considered by the Committee at its February meeting was tabled for information. A revised version, focusing on the top 3 risks in each of the 4 categories (Finance, Strategic, Operational, Compliance) will be prepared for consideration at the next Finance and Audit Committee meeting. In the interim Directors will continue to be updated frequently on the ‘live’ risks.   The view was expressed that the review of the Register should take account of risks associated with different contracting arrangements and the requirement for schemes of delegation in respect of partnership working with SCC and the different delivery models. It was acknowledged that these issues will be addressed by the Finance and Audit Committee. | **Operations Director – F&A Cttee**  **1/5/19** |
|  | | **6.2 2018/19 Budget and Monthly cash flow forecast (circulated)**  The report, updated as at February 2019, covered the monthly cash flow forecasts for the period September 2018 to August 2019 and now included the actual bank balance as at the 1st of the month. The cash flow report will be updated for the next Finance and Audit Committee meeting to take account of the funding from SCC (minute 19/0407 refers).  The Board was informed that concerns raised at the Finance and Audit Committee meeting (minute 19/02/06 refers) had been alleviated due to the funding support received from SCC. It was confirmed also that invoicing was now up-to-date. Work was being undertaken with Hart Shaw to retrospectively apply the in-year changes to VAT and to minimise any adverse impact on stakeholders. The financial position will remain challenging in view of the renegotiated contractual arrangements with The Publishing Foundry (minute 19/04/05.1 above refers) resulting in a reduction in the income originally budgeted and pending receipt of income due in April. | **Strategic Business Lead bf F&A Cttee 1/5/19** |
| **Strategic Matters** | | | |
| **19/04/07** | **School Improvement Strategy / Special Leaders Partnership (circulated and tabled)**  The presentation slides “Special Leaders Partnership” (dated 26 March 2019) had been circulated for information and it was noted that no substantial changes had been made to the earlier version circulated to the Board. These will form the basis of the new School Improvement Strategy document.  Discussion focussed on a tabled paper (**SCC Partnership Developments)** which included a response to the paper **“Music Service – March 2019”** prepared by SCC Officers and the proposed job description/person specification for the Business and Operations Manager post. Details of issues raised are recorded in a separate confidential minute.  The Board endorsed the draft job description for the Business and Operations Manager post (Grade H) to be funded by SCC in the first year, subject to the contract stipulating the joint reporting aspect. | |  |
| **Operational Matters** | | | |
| **19/04/8** | **Final 2018 Data Summary and SCC Scrutiny Presentation (circulated)**  **8.1 Sheffield Data Summary 2018 (circulated) and Presentation to SCC Education Scrutiny Committee (11 March 2019)**  The summary report and presentation, which illustrated Sheffield’s performance compared with National; the 8 Core cities and 11 statistical neighbours, were circulated for information. It was reported that there were no substantive changes to the details previously reported to the Board.  **8.2 Outcomes Report – April 2019 (circulated)**  Overall current performance and trends in relation to each of the main objectives was static as anticipated. It was noted school inspection outcomes remain strong and with 2 exceptions grades were in line with predictions. An internal analysis identified that any declining grades had been anticipated. | |  |
| **19/04/09** | **Staffing Matters**  **9.1 School Improvement Team**  The Board was informed that the report was not available for this meeting and will be presented to the Finance and Audit Committee meeting in May.  **9.2 Recruitment of a Business Operations Manager (circulated)**  Minute 19/04/07 above refers  Subsequent to discussion at the Finance and Audit Committee meeting on 27 February 2019 (minute 19/02/04.2.ii refers), the proposed job description and indicative grade / salary for the post was circulated for approval.  **9.3 Employment of Clerks (circulated) - Confidential**  The paper summarised the current arrangement pertaining to the Clerks (approx. 30) engaged to support the work of the Governance Improvement Service following the transfer of its core team under TUPE arrangements in April 2018. Details of issues considered in discussion are recorded in a separate confidential minute.  In view of the comments expressed it was agreed to address these in a revised paper which will be considered further at the next Finance and Audit Committee meeting to which all Directors will be invited to attend.  **9.4 Project Co-ordinator for Whole School and Settings Approach to Food and Nutrition (Meeting Notes refer)**  The advertisement for the post was circulated for information. On the basis of responses to date (46 enquiries and 6 applications) it was anticipated that the field of candidates will have experience in either education or food/nutrition. It is intended to include a headteacher (preferably a Director subject to availability) on the interview panel (10 May). | | **CEO bf F&A Cttee 1.5.19**  **Operations Director bf F&ACttee 1/5/19** |
| **19/04/10** | **Any other business (Meeting Notes refer)**  **10.1 RSE (Relationships and Sexual Education) update**  The Board was informed that following guidance from DfE, discussions were taking place with schools to identify risks which could arise in relation to specific issues and to ensure, through staff development, that potentially contentious issues are addressed at the appropriate stage.  **10.2 Reducing Exclusions in Sheffield Priority**  The Board was informed that a strategic report will be prepared for discussion at a future meeting. Indications so far are that the level of engagement is positive. The potential links to partnership working with SCC and staffing was acknowledged. | | **CEO - Initial report May 2019** |
| **19/04/11** | **Future agenda items**  Updates on the recruitment of a Co-opted Director  Development of Services – standing item  Inclusion Strategy – initial report May 2019 meeting  Year end Primary Data – July 2019 meeting  School Improvement Strategy Review – July 2019 meeting  Local Area SEND Inspection – Statement of Action and June Workshop content – July 2019 meeting  2018/19 Budget and monthly cash flow forecasts – standing item for Finance and Audit Committee  Risk Register updates – standing item for Finance and Audit Committee  School Improvement Team – Finance and Audit Committee – May 2019  Clerks’ terms and conditions (revised) – Finance and Audit Committee – May 2019 | |  |
| **19/04/12** | **Schedule of meetings**  Thursday 16 May 2019, 4.00 pm Thursday 11 July 2019, 4.00 pm. | |  |

**Contact Officer:** Val Struggles, Clerk to the Board of Directors ([val.struggles@learnsheffield.co.uk](mailto:val.struggles@learnsheffield.co.uk))