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**Company No.** **09734238**

MINUTES of the Annual General Meeting of the Company held on Wednesday 27 February 2019 at Learn Sheffield Training and Development Hub, Lees Hall Road, Sheffield, S8 9JP at 5.00pm to 5.40 pm.

Present

|  |  |  |
| --- | --- | --- |
| Member organisation | Represented by | Associated schools |
| Ballifield Primary School | A Wynne |  |
| Bankwood Primary School | W Edwards |  |
| Becton Special School | J Gibson |  |
| Brigantia Learning Trust | M Westerdale and A Warner | Concord Junior School |
|  |  | Hinde House 3-16 School |
|  |  | Wincobank Nursery Infants School |
| Carfield Primary School | W Edwards |  |
| Carterknowle Junior School | A Warner |  |
| Coit Primary School | A Warner |  |
| Ecclesfield Primary School | A Warner |  |
| Grenoside Primary School | A Warner |  |
| Holt House Infants School | A Warner |  |
| Lowfield Primary School | C Holder  |  |
| Mercia Learning Trust | C French |  |
| Mundella Primary School | W Smith |  |
| Notre Dame RC High School | D Cleary |  |
| Pipworth Primary School | M Allen |  |
| The Sheffield College | A Hartley |  |
| St Mary’s CofE Academy | A Warner |  |
| Sheffield City Council | J Henderson and A Jones |  |
| ULT | D Green | Park Academy |
|  | M Shipman | Sheffield Springs Academy |
| Silverdale School (Chorus Trust) | A Warner |  |
| Springfield Primary School | S Holder |  |
| Steel City Schools’ Partnership | M Somerville |  |
| Stocksbridge Nursery Infants School | J Townsend |  |
| Talbot Special School | J Smith |  |
| Tapton School Academy Trust | A Lant |  |
| W atercliffe Meadow Primary School | I Read |  |
| Yewlands Academy | A Warner |  |

In Attendance

Stephen Betts – Chief Executive, Learn Sheffield

Hannah Jones – Partner, Hart Shaw Auditors

Morag Somerville – Strategic Business Lead, Learn Sheffield

Val Struggles – Clerk to Learn Sheffield Board

Andy Wynne – Operations Director, Learn Sheffield

Apologies

Broomhall Nursery School

City Outwood Academy

Dobcroft Junior School

Halfway Nuresery Infant School

High Hazels Academy (ULT)

Meersbrook Bank Primary School

Nether Green Junior School

Netherthorpe Primary School

Norfolk Park Special School

St Joseph’s Catholic Primary School

St Thomas More Catholic Primary School

Sheffield Park Academy (ULT)

UTC Sheffield

Proxy forms submitted by

Marcliffe Primary School

The Shcffield College

UTC Sheffield

# QuorumIn accordance with Article 40 the Chairman announced that sufficient members were present for the required quorum and the meeting was declared open.

# With the consent of all the members present the notice convening the meeting was taken as read.

# Opening remarks by the Chair of the BoardThe Chair welcomed all attendees to the meeting and expressed thanks to all current and previous Directors of the Board for their support and commitment which has contributed to the Company’s improved financial position and stronger working relationships with SCC and other stakeholders.

# Presentation by Learn Sheffield Chief Executive and Hart Shaw AuditorsThe presentation highlighted key aspects of the Financial Statements 2017/18 and Annual Directors’ report for the same period, both of which had been circulated with the Notice of the AGM. Attendees’ attention was drawn to the following –

# Following changes to the Company’s Articles, approved at the last AGM, the number of co-opted Directors on the Board had increased to four and the number of SCC nominated Directors to two. Currently there was a vacancy for the fourth co-opted Director and arrangements will be made to recruit to this before the end of the current financial year with a particular focus on enhancing the skills-mix of Board members.

# Directors’ overall attendance at Board meetings had remained high (85%) which was commendable given that this was a voluntary commitment.

# In relation to the Financial Statements, the summary income and expenditure account (page 6) showed a year end deficit of £130,474, however after allowing for the Company’s share of the LGPS deficit (£55,000) (page 7) the actual year-end deficit was £75,474. Members were assured that it was not unusual for new businesses to spend more in the early ‘set up’ years than in subsequent years and that the pension deficit was no cause for concern, it being an issue affecting a number of organisations.

# As required by the Auditing Standards, the notes to the Financial Statements (page 8) included a paragraph confirming that the Board of Directors considered the Company to be a ‘going concern’ with sufficient resources to operate for at least the next 12 months and the reason underpinning this decision. Consequently Hart Shaw had been able to provide a clean audit opinion (pages 3-5).

# Significant developments during 2017/18 were cited as \* the outcome of the Peer Review carried out in May 2018, by Christine Gilbert, former Head of Ofsted, which also formed the basis of SCC’s review of the Company\* The high level of commitment evidenced by the number of subscribing educational establishments (164 out of 183, i.e. 89.6%)\* School improvement performance including partnership working; school outcomes (also compared at national level and with other ‘core cities’); school inspection outcomes; pupil outcomes; outcomes for vulnerable pupils.

# Financial Statements 2017/18The Chairman proposed the First Resolution, the Financial Statements 2016/17, set out in the notice and on a show of hands declared that the resolution had been passed unanimously.

# Directors’ Report 2017/18The Chairman proposed the Second Resolution, Directors’ Report 2016/17, set out in the notice and on a show of hands declared that the resolution had been passed unanimously.

# Re-appointment of the AuditorsAt the meeting held on 13 December 2018 the Board of Directors considered and agreed to recommend the re-appointment of Hart Shaw LLP as external auditors for the 2018/19 financial year.The Chairman proposed the Third Resolution, Re-appointment of the Auditors, set out in the notice and on a show of hands declared that the resolution had been passed unanimously.

# Appointment of a new Director

# In accordance with the Articles, the outcome of the nomination process to fill the vacancy for new Secondary school sector Director was reported as Mike Westerdale, Chief Executive Officer, Brigantia Learning Trust’The Chairman proposed the Fourth Resolution, Appointment of a new Director, set out in the notice and on a show of hands declared that the resolution had been passed unanimously.

# There being no further formal business members were thanked for their attendance and the meeting closed

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Chair of Board of Directors