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**Chair of the meeting:**

Mike Allen– Co-opted Director and Chair (until 5.00 pm)

**Present:**

Stephen Betts – CEO, Learn Sheffield

Cllr Andy Bainbridge – Local Authority nominated Director

Chris French – Secondary School Director  
Christopher Holder – Primary School Director  
Antony Hughes – Co-opted Director (Chair of the meeting from 5.00 pm)  
Angela Lant – Primary School Director   
Judith Smith – Special School Director  
Darren Tidmarsh – Co-opted Director

**Attendees:**

Val Struggles, Clerk to the Board  
Morag Somerville, Strategic Business Lead  
Andy Wynne, Operations Director

| **Minute** |  | **Action** |
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| **18/5/01** | **Apologies for Absence**  Apologies for absence were received from Andrew Hartley – FE Director |  |
| **18/5/02** | **Declarations of Interest**  Potential conflicts of interest were recorded in respect of the following Directors/attendees and agenda items –   1. Agenda item 5 – Schools’ subscription model – all Directors associated with educational establishments in Sheffield 2. Agenda item 7.1 – Darren Tidmarsh |  |
| **18/5/03** | **Chair’s Opening remarks**  With the consent of the Board, the order of the agenda was amended to enable the following item of business to be transacted at the commencement of the meeting.  Agenda item 7.1 – Appointment of an additional Co-opted Director  Following previous discussion the Board approved the re-appointment of Darren Tidmarsh, Associate Director of HR, Workforce and Organisational Development, Royal Orthopaedic Hospital NHS Trust, Birmingham, with immediate effect for a 3 year period of office. On behalf of the Board, the Chair welcomed Darren Tidmarsh to the meeting. |  |
| **18/5/04** | **Quoracy**  It was confirmed that the meeting was quorate. |  |
| **18/5/05** | **Minutes of the previous meeting**  The confidential and non-confidential minutes of the meeting held on 22 March 2018 were approved as an accurate record. The non-confidential minutes will be published on the Company’s website. | **Clerk** |
| **18/5/06** | **Matters Arising**  1 Minute 18/3/07.1: 2017/18 Budget – Reserves Strategy  Details are recorded in a separate confidential minute. |  |
| **18/5/07** | **Strategic substantive item- Long term planning**   1. Long term planning –update on the transfer of services – Confidential Meeting Notes refer   The Board received a report from the CEO on ongoing meetings and work in progress during which the following issues were highlighted in discussion. Some details are recorded in a separate confidential minute.   1. Subsequent to the Board’s last meeting the contract for the transfer of the Governance Improvement Service had been signed and the transfer of the team completed successfully on 1 April 2018. Initial meetings focusing on induction, training and future development of the service had been well received by approx. 30 Clerks. Recruitment will continue in order to meet demand both in the city and locally. 2. Currently work was being undertaken to identify the ‘costs’ to Learn Sheffield associated with the transfer process. 3. Discussions are being held with SCC regarding the outline of the school improvement commissioning but work needs to be accelerated to facilitate the agreement to be signed prior to commencing delivery in September 2018. |  |
|  | 1. Subscription Model - update – Confidential Meeting Notes refer   The following issues were highlighted for the Board. Some details are recorded in a separate confidential minute.  –   1. following the launch of the subscription model offer the level of subscription as at 14 May was –  * 65 schools have returned completed forms (total value of £174k); * 53 schools have given a verbal indication they will be subscribing and the return of completed forms is being chased up (total value £165k); * 52 schools have yet to confirm their intentions but the majority are expected to subscribe (total value £162.5k); * 7 schools have given a verbal indication that they will not be subscribing at the current time (total value £27.5k).   The return of forms will continue to be closely tracked and schools will be contacted prior to the half term break.   1. Directors commented that the current position was very encouraging and emphasised the importance of ensuring that there is sufficient capacity to deliver a high quality model which will be essential to ensure its continued viability. The CEO confirmed that he will personally discuss and agree the service delivery with individual schools prior to the deployment of team members. The service delivery will be monitored to ensure that any issues are identified early and resolved quickly, in addition to which feedback from schools will be used to review the model. 2. Development of Services and future transfers (confidential Meeting Notes refer)   Details of the Board’s discussion of the update on work in progress are recorded in the separate confidential minutes. |  |
| **18/5/08** | **Financial**   1. 2017/18 Budget – update on changes to the income and expenditure profile (tabled report)   The Board received the Management Accounts (as at 30 April 2018) and the following issues were highlighted during discussion:   1. Net ‘profit’ was currently £19,428 (based on income of £827,331 and expenditure of £807,903). STAT income received as at 31 March was £12k, i.e. lower than anticipated. Expenditure included £351k for professional fees, (which included consultancy and training costs) and further analysis will be done to enable closer monitoring. 2. The Company’s corporation tax liability for financial year ended 31 August 2017 - £18,003.78 – will be due for payment on 1 June 2018. In future years' provision for this will be included in the budget. 3. Income and expenditure associated with the recently transferred Governance Service was not included in the Management Accounts presented. Directors expressed their preference for separate accounts to be maintained to enable easier tracking of income and expenditure at this stage. 4. The impact of delays in the receipt of income from invoices sent to schools, on the Company’s ability to meet its ongoing expenditure commitments was noted. Consideration will be given to offering a direct debit payment facility to schools and the profiling of invoicing to expedite payments due from 1 September 2018. 5. Horizon scanning / scenario planning for 2017/18 year end (confidential – Meeting Notes refer)   Details of the report and discussion are recorded in a separate confidential minute.   1. Risk Register (Report and Meeting Notes refer)   Both the summary and detailed registers, prepared for the Finance and Audit Committee meeting on 2 May 2018 (cancelled due to the number of apologies) had been circulated. The summary register focused on the top three risks in each category plus any which have changed since the previous review (28 February 2018). Directors attention was drawn to the following as summarised on the covering commentary -   1. The ratings for seven risks has been reduced for the reasons outlined in the report; 2. The status of the other seven risks remained unchanged.   The register will be reviewed and updated prior to the next Finance and Audit Committee meeting and it was anticipated that some of the risk ratings will be amended to reflect issues relating to schools’ acceptance of the subscription model; capacity and resourcing (reflecting the issues raised in Minute 18/5/07) and recent changes to SCC Cabinet members’ roles. | **Strategic Business Director**  **Operations Director – F&A Cttee 20.6.18** |
| **18/5/09** | **Governance Matters**   1. Proposed appointment of an Additional Director   In addition to the Board’s decision, as recorded in Minute 18/5/03 above, it was noted that discussions are continuing with SCC regarding the nomination of its second non-Executive Director. Due to recent changes in Cabinet members’ portfolios following the recent SCC elections, a slight delay was anticipated. However the assumption remains that the nominee will be an Officer rather than an elected Member. |  |
| **18/5/10** | **Performance Outcomes for Spring Term 2018**  The CEO presented the Performance Outcomes report as at May 2018 during which the following issues were highlighted (some details are recorded in a separate confidential minute):   1. Partnership Working was rated ‘Green’ reflecting the achievement of 100% membership; 2. School inspection outcomes was rated ‘Amber’ based on Ofsted published data up to 7 February 2018. It was noted that the outcomes of some recent inspections were not in line with expectations and further details will be provided at the next meeting; 3. Pupil attendance and behaviour, outcomes (including those for vulnerable pupils) were all rated ‘Amber’.   In discussion comments and views were expressed regarding the impact of one-day inspections; judgements; level of support provided to schools, particularly those on the cusp of ‘requires improvement’. It was acknowledge that it will be easier to provide support to those schools participating in the subscription model but that this could have implications for TSAs and NLEs.  The CEO undertook to provide a more detailed analysis focusing on schools in ‘support and challenge’; a comparison of predicted / actual Ofsted grades; outcomes for vulnerable pupils; attendance etc. to enable the Board to consider appropriate quality related KPIs for Learn Sheffield. It was agreed that this report should be the basis of a single item agenda at a meeting in early September so that the outcome of discussions can inform early intervention work with schools. Directors expressed a preference for an ‘Away Day’ to enable sufficient time for discussion of a detailed report. | **Clerk to arrange date**  **CEO to provide report**  **September 2018** |
| **18/5/11** | **Schedule of future meetings for 2017/18**  Board meeting - Thursday 5 July 2018 at 4.00 pm  Finance and Audit Committee meetings –  Wednesday 20 June 2018 at 3.00 pm |  |
| **18/5/12** | **Proposed Schedule of meetings for 2018/19**  The proposed schedule of meetings for both the Board and the Finance and Audit Committee meeting during next year was tabled for information and comment. It was agreed that the timing and frequency of meetings should follow the same pattern as in the previous year taking account of the school term dates published by SCC. It was noted that the December date for the Board meeting will be amended to accommodate a prior commitment notified by the Chair and the date of the September Away Day will be added once confirmed. The revised, final version will be circulated to all Directors and published on the Company’s website as soon as possible.  Post meeting note  The following dates have now been confirmed and circulated to Directors  Board Friday 7 September 2018, 8.30 am to 4.00 pm – Away Day Thursday 11 October 2018, 4.00 pm Thursday 13 December 2018, 4.00 pm Thursday 31 January 2019, 4.00 pm followed by the AGM  Thursday 21 March 2019, 4.00 pm Thursday 16 May 2019, 4.00 pm Thursday 11 July 2019, 4.00 pm   Finance and Audit Committee Wednesday 26 September 2018, 3.00 pm Wednesday 21 November 2018, 3.00 pm Wednesday 16 January 2019, 3.00 pm Wednesday 27 February 2019, 3.00 pm – to be followed by reconvened AGM if required Wednesday 1 May 2019, 3.00 pm Wednesday 26 June 2019, 3.00 pm | **Clerk** |
| **18/5/13** | **Any Other Business**  1 Learn Sheffield Peer Review arrangements  It was reported that the Peer Review has been arranged for 23 and 24 May 2018. This will be led by Christine Gilbert and include representatives of Birmingham Education Partnership and Camden Learning. Directors received for information and comment the self-evaluation document (“Effective Clusters Diagnostic” produced by the Education Development Trust) which will underpin the process.  Directors were requested to indicate their availability to participate in the stakeholder discussion aspect of the Review and / or the feedback (24 May at 5.00 pm). A detailed written report will be produced in due course.   1. DBS Checks   It was reported that undertaking DBS Checks on all Learn Sheffield employees is being reviewed in the context of consistency with sector expectations and to ensure adherence with best practice. | **Directors** |
| **18/5/14** | **Future Agenda items**  The following items have been identified for future meetings –  Reserves Strategy – Finance and Audit Committee 20 June 2018  Draft Budget September 2018 and September 2019 – Finance and Audit Committee 20 June 2018 followed by the Board on 5 July 2018  Terms of reference and review of the operation of the Finance and Audit Committee meeting – Committee 20 June 2018 followed by the Board on 5 July 2018  Performance Outcomes 2017/2018 – Board Away Day in early September 2018  Transfer of Services Update – Board 5 July 2018  Development of Services Update – Finance and Audit Committee 20 June 2018 (potential Task and Finish Group) followed by the Board 5 July 2018  Recruitment of Directors – Board 5 July 2018 |  |