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| agenda_Agenda BG Learn Sheffield Board of DirectorsMonday 18 September 2017, 4.00 pm to 5.45 pmLearn Sheffield Training and Development HubNON CONFIDENTIAL MINUTES  |

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**Chair of the meeting:**

Mike Allen– Co-opted Director and Vice Chair

**Present:**

Stephen Betts – CEO, Learn Sheffield
Chris French – Secondary School Director (until 5.30 pm)

Christopher Holder – Primary School Director
Antony Hughes – Co-opted Director
Angela Lant – Primary School Director

Judith Smith – Special School Director
Joel Wirth – Secondary School Director

**Attendees:**

Morag Somerville, Strategic Business Lead

Val Struggles, Clerk to the Board

**Apologies:**

Darren Tidmarsh – FE Sector Director and Chair

| **Minute** |  | **Action** |
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| **17/9/01** | **Apologies for Absence**Apologies were received from Darren Tidmarsh (Chair). |  |
| **17/9/02** | **Opening remarks**The Vice Chair welcomed Cllr Andy Bainbridge to his first meeting following his appointment as the SCC nominated Director. The appointment was particularly timely given that this is a critical stage in the Company’s ongoing development and the establishment of a coherent city wide schools’ improvement system.  |  |
| **17/9/03** | **Quoracy**It was confirmed that the meeting was quorate. |  |
| **17/9/04** | **Minutes of the previous meeting**The confidential and non-confidential minutes of the meeting held on 6 July 2017 were approved as an accurate record. The non-confidential minutes will be published on the Company’s website. | **Clerk** |
| **17/9/05** | **Matters Arising**1 Minute 17/7/03.1: Outcome of the CEO’s meetings with SCC - confidentialThe CEO reported to the Board the main issues discussed during recent meetings with SCC under agenda item 6.1 – Long term planning.2 Minutes 17/7/03.2: Membership updateThe Boardwas informed that subsequent to the last meeting applications had been received from the remaining institutions as a consequence of which membership was now 100%. The Board formally approved the applications for membership received fromClifford CE Infants SchoolSt Joseph’s RC Primary SchoolLongley Park 6th Form College3 Minute 17/7/03.3: Finalisation of the lease – ConfidentialThe Board was informed that the position remained unchanged from that reported at the last meeting, i.e. signing of the final lease was still pending receipt of documentation from SCC.4 Minute 17/7/03.4: STAT Novation update – ConfidentialDetails are recorded in the confidential minutes. |  |
| **17/9/07** | **Standing item – Risk Assessment update**In addition to the updated full risk framework circulated with the agenda, a report was tabled summarising risks with the highest inherent risk score and a trend analysis. During the presentation and discussion of the summary the following issues were highlighted:1. The ‘unchanged’ risks included two ‘very high/high’ rated financial risks relating to pensions and the ‘medium/high’ rated risk relating to working relationship with the SCC due to the ongoing transfer negotiations and discussions regarding the commission renewal. It was noted that risks associated with the planned transfer of services will be incorporated thereby increasing the ratings for a number of risks.
2. The rating of two risks had reduced following the STAT agreement.
3. The rating of four risks had been increased in recognition of - the discussions with schools on future funding models; - greater staff awareness of the uncertainty of future financial stability;- current restrictions on the Company’s ability to engage in commercial activities as a means of generating income;- the absence of specialist expertise in relation to the transfer of services negotiations.

The Board thanked Andy Wynne for work undertaken to compile the register into a workable document. The risks register including the ratings and any mitigating action was endorsed thereby enabling the Finance and Audit Committee to monitor and review the register in detail. | **F&A Cttee****Bf November** |
| **17/9/08** | **Strategic substantive item- Long term planning** 1. Long term planning – ‘A Vision for Education in Sheffield – a 5 year Strategy (2018-2023) – Confidential

Directors noted the document ‘A Vision for Education in Sheffield – a 5 year strategy’ which had been prepared by the CEO for his discussions with the Chief Executive, SCC. A presentation, derived from the document, was provided for the Board. Details of the discussion are recorded in the confidential minutes: |  |
|  | 1. Transfer of Services Update – Confidential

Details of the report and discussion are recorded in the confidential minutes. |  |
| **17/9/09** | **Financial**1. Minutes of the Finance and Audit Committee meeting – 23 August 2017

Directors received for information the confidential minutes of the first meeting of the Finance and Audit Committee. Arrangements are in hand to establish a schedule of meetings for the remainder of the year. Substantive agenda items for the next meeting (November) will include the risk register (minute 17/9/07 above refers).  | **F&AC November** |
|  | 1. Final 2017/18 Budget - Confidential

The Finance and Audit Committee considered the proposed budget at its meeting in August (minute 17/8/03 refers). Further details are recorded in the confidential minutes of this meeting.  |  |
| **17/9/10** | **Governance – Articles of Association update**Subsequent to discussion at previous meetings concerning possible further changes to the Articles of Association, Directors were informed that legal advice has now been received on the various issues referred to Wrigleys for clarification. It was acknowledged that under the current Articles, SCC approval is required for any changes, prior to submitting a resolution to Members at the next AGM, however, some of the proposed changes could be considered ‘contentious’ by SCC as they seek to lessen or remove its influence, notwithstanding that none of the changes will contravene the Schools Company Regulations. The CEO recommended that priority is given to those amendments to the Articles which are essential for the Company’s future viability and in this context Directors agreed that progress the following for SCC’s discussion and agreement prior to submitting to the next AGM:* Article 5 – the inclusion of an additional Object to enable the company to engage in commercial activities
* Articles 12 and 14 – changes to the constitution of the Board and appointment of non-Executive Directors which may involve increasing the overall size of the Board during a transitional period
* Article 15 – phasing the initial period of office for Directors with the potential for re-appointment
* Article 20 – removal of the requirement for membership of the Remuneration Committee to include the LA Director
* Article 40 – reducing the number of Members required for a General meeting to be quorate

Advice from Wrigleys was noted, however the Board agreed to delay progressing the proposals to remove Articles 55 and 56 (the requirement for the Local Authority’s written agreement prior to recommending to Members the appointment of Auditors or changes to the Articles) given the ongoing negotiations and discussions with SCC on a range of other issues.The Clerk undertook to provide the wording for the CEO to discuss with SCC and for approval by the Board at its next meeting.  | **Clerk** |
| **17/9/11** | **Financial Matters**1 Budget 2016/17 – draft year end outturn The draft profit and loss account for the previous financial year had been circulated and Directors were asked to note that as a consequence of STAT income following novation being received later than initially anticipated (i.e. in September) the year-end outturn is expected to be adjusted during Hart Shaw’s audit of the accounts. A further adjustment is expected to reflect that a proportion of the LA commission income relates to 2017/18. |  |
|  | 1. Monthly Management Accounts – as at the end of July 2017

No separate report was provided. |  |
|  | 1. VAT Registration

The Board noted the tabled letter recently received from the Auditors, Hart Shaw, which summarised the Company’s position vis a vis the requirement to register for VAT as a consequence of the value of the STAT Online contract being deemed as a ‘taxable supply’ for VAT purposes. The letter also summarised the implications of VAT registration, including the future status of the Company.It was agreed that the Strategic Business Lead should continue to liaise with the Auditors to obtain further advice on the Company’s position, including as necessary, its registration for VAT purposes and the impact on the wording of future commissions. | **SBL** |
| **17/9/12** | **2017 outcomes update**The report circulated in advance of the meeting provided a year-end update on partnership working and school inspection outcomes. The pupils’ outcomes section was broadly similar to the provisional year end data (i.e. as yet not fully updated) whilst the outcomes for vulnerable learners remained unchanged from the previous report. The updated sections were highlighted as follows –1. The RAG rating for partnership working was green reflecting the current 100% membership.
2. The School inspection outcomes RAG rating remains unchanged (Amber) due to two schools receiving ‘inadequate’ judgements and too many schools retaining ‘requires improvement’ judgements

Following an analysis of all phases and pupil groups (based on provisional data) the report will be updated for consideration as a substantive item at the next meeting. | **CEO****Bf 19.10.17** |
| **17/9/13** | **Stakeholder Strategy Event and AGM**The Board was informed of the intention to arrange the next AGM on 1 February 2018, (immediately following the scheduled Board meeting) rather than in the Autumn term. The peer review, to be undertaken by Christine Gilbert, is currently scheduled for January 2018 therefore it was possible that the outcome may be a key aspect of the AGM and could result in sufficient Members attending to achieve a quorum. |  |
| **17/9/14** |  **Schedule of future meetings for 2017/18** Thursday 19 October 2017 at 4.00 pm Thursday 7 December 2017 at 4.00 pmThursday 1 February 2018 at 4.00 pm **to be followed by the AGM**Thursday 15 March 2018 at 4.00 pm (**note change of date** from 22 March 2018 suggested on the original schedule)Thursday 17 May 2018 at 4.00 pmThursday 5 July 2018 at 4.00 pm |  |
| **17/9/14** | **Any Other Business** 1 2017/18 Sheffield Priorities Development ProgrammeThe updated version, as at September 2017, was circulated for information and is available on the website (<http://www.learnsheffield.co.uk/Strategies/Development-Programme>)  |  |
| **17/9/15** | **Future Agenda items**The following items have been identified for future meetings* Performance Delivery year-end 2017 Outcomes Report – October 2017
* Draft audited 2016/17 year end accounts – December 2017
* Preparation for the February AGM – December 2017
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