

# Minutes

<b>Title of meeting</b>	<b>Learn Sheffield Board Meeting</b>
<b>Date and Time</b>	<b>20 July 2016 at 4.00 pm – 5.45 pm</b>
<b>Location</b>	<b>Learn Sheffield Training and Development Hub</b>
<b>Chair</b>	<b>Darren Tidmarsh</b>
<p><b>Directors in attendance:</b></p> <p>Mike Allen          Stephen Betts – CEO          Dean Linkhorn          Paul Stockley          Darren Tidmarsh</p> <p><b>In attendance:</b></p> <p>Morag Somerville – Strategic Business Director          Val Struggles - Clerk</p>	

<b>Minute reference</b>		<b>Action</b>
<b>16/07/1</b>	<p><b>Apologies for absence</b></p> <p>Apologies for absence were received from David Bowes and the Local Authority nominee.            In relation to the latter, it was noted that the Local Authority is in the process of determining its nominee for the Board.</p>	
<b>16/07/2</b>	<p><b>Quoracy</b></p> <p>It was confirmed that the meeting was quorate.</p>	
<b>16/07/3</b>	<p><b>Declarations of interest</b></p> <p>No declarations of interest were recorded.</p>	
<b>16/07/4</b>	<p><b>Minutes of the meeting held on 26 May 2016 and Matters Arising</b></p>	
	<p>1 <u>Minutes</u></p> <p>The minutes were approved as an accurate record and for subsequent publication on the 'Governance' section of the website.</p>	

2	<p><u>Matters Arising</u> (meeting notes refer)</p> <p>i) <u>Minute 16/05/4.2i) – Membership update</u>  Applications for membership received since the last meeting were formally approved, bringing the total number of member schools to 138 (i.e. 78% of 175 schools in total). New members were recorded as -</p> <p>Primary schools – Athelstan, Birley, Deepcar St John’s CE, E-Act Pathways Academy, High Hazels Academy, Pye Bank CE, Royd NI, Sharrow, St Catherine’s RC, Totley  Secondary schools – Birley Community, Ecclesfield, Fir Vale, Westfield, UTC</p> <p>Overall membership includes 77% of primary schools, 84% of secondary schools and 100% of special schools (including the PRU).</p> <p>ii) <u>Minute 16/05/4.2iv) – AGM/EGM confirmation of arrangements</u>  The AGM/EGM will be held on 24 November 2016, commencing at 6.30pm. Currently two venues have been provisionally booked – the Institute of Education, SHU and the Town Hall.</p> <p>A number of items for discussion at this meeting will be included on the agenda for the AGM/EGM.</p> <p>iii) <u>Minute 16/05/4.2v): Articles of Association – briefing for Wrigleys</u>  The advice note received from Wrigleys Solicitors was tabled and members’ attention drawn in particular to Section 5, relating to Directors, Section 6 the recommendations requiring decisions by the Board and the proposed timeline to provide continuity for in the period up to the AGM/EGM. In relation to the recommendations there was support in principle for the establishment of a Members’ Forum and for appointments to the Board to be made on the basis of skills.</p> <p>It was agreed that</p> <ul style="list-style-type: none"> <li>• The Articles of Association will be reviewed on the basis of legal advice received to enable these to be formally adopted at the next meeting (i.e. prior to the AGM/EGM).</li> <li>• Proposals for the nomination process and timescales to be considered at the next meeting.</li> </ul> <p>iv) <u>Minute 16/05/4.2vii): Register of Significant Persons</u>  It was reported that a statement is in place confirming the company’s compliance with the requirement of the Companies Act 2006 and that any outstanding issues will be resolved prior to the AGM/EGM.</p> <p>v) <u>Minute 16/05/6: Communications Strategy</u>  It was reported that work is progressing on scoping the strategy with a further meeting planned for 21 July 2016.</p>	<p><b>MS – for next meeting</b></p> <p><b>MS/VS</b></p>
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16/07/5

**Summer Term Outcomes** (Meeting notes and papers refer)

1 Partnership working

In addition to the increase in membership (recorded in Minute 16/07/4.2i) above) the report now records schools who have indicated their intention to become members as 'pending'. Contact will continue to be maintained with the 10 remaining schools, none of which have indicated they do not intend to join.

The Company is involved in scoping 'peer to peer' reviews which Secondary schools will participate in during the Autumn term. The process, which has yet to be finalised, will inform future planning and the outcomes will be shared with the individual Schools' Governing Body, Learn Sheffield and possible the other schools involved.

Members received for information a copy of the slide presentation, on 'Sheffield and National Data' delivered during 4 recent events attended by approx. 85 schools (100 attendees). The content covered the 2016 Sheffield SATs outcomes and Learn Sheffield's Achievement Strategy for 2016/17. Members noted the following:

- i) The different approach taken by Learn Sheffield, whereby information on this scale had not previously been shared with schools so soon after its publication. Generally this was well received although some comments were expressed that this had not enabled schools to analyse the data beforehand.
- ii) Learn Sheffield will need to actively support Headteachers and School Governing Bodies to understand and analyse the new data, by providing a contextual article on the Company website.

2 School Outcomes

The overall RAG rating remained amber in recognition of the relative ranking/ position of schools and some inadequate Ofsted inspection outcomes. Although the gap compared with the national benchmark is closing, the 4 schools with downward grades were judged 'inadequate'. The percentage of schools judged 'good/better' was 81.8% (compared with 78.9% predicted) with the breakdown by sector similar to that in April. Some outcomes were disappointing and reinforced the need for a metric to assess whether Learn Sheffield's allocation of resources is appropriate and if the investment is having a positive impact. However the total number of inspections during 2015/16 was 29, which was lower than expected but considered to be indicative that Sheffield is not an area of concern. It was anticipated that the number of inspections will increase next year which in turn will provide an opportunity for Learn Sheffield to demonstrate both impact and accuracy in terms of grade predictions.

3 Pupil Outcomes

The overall RAG rating was amber in recognition of the outcomes at FS, KS1 and KS2 stages were still broadly in line with national benchmarks. Other than Foundation Stage all other outcomes are new consequently a trend analysis was not possible. The widest gap (4%) compared with national averages was in KS2 reading. Data will be analysed to better understand the reasons for this, in particular whether there had been a disproportionate effect on pupils with lower starting points.

Although data was not yet available for sharing between local authorities it was anticipated that Sheffield's performance will have improved compared with that for other core cities.

	<p>Members welcomed the largely positive position, recognising that the forthcoming KS4 (GCSE) and KS5 (A level) results will be important. It was suggested that targets should be set for 2016/17 including the elimination of any gaps compared with national benchmarks.</p> <p><u>4 Outcomes for vulnerable learners</u></p> <p>The overall rating was amber in recognition that although there have been improvements in attendance and persistent absence, these continue to be issues in addition to which exclusion data is disappointing. It was acknowledged that the latter is an area of concern which is expected to be viewed by Ofsted in future as a school improvement matter – a view not necessarily shared by schools.</p> <p>Following Sheffield City Council’s peer review with two other regional LA, strategic leadership for attendance will pass to Learn Sheffield. This could involve producing a policy / action plan for SCC to deliver or more direct involvement of Learn Sheffield (which would require a separate commission). In either scenario, the Company will manage the associated capacity issues.</p>	
16/07/6	<p><b>Strategic Growth Plan 2016/17</b> (Meeting notes and paper 2)</p> <p><u>1 Draft Budget 2016/17</u></p> <p>A draft headline budget for 2016/17, together with an indicative budget for 2017/18, was presented for consideration, summarising the main income streams and areas of expenditure together with the anticipated forecast operating out-turn for each financial year. Further details will be presented to the next meeting and members were invited to comment on the level of information required. The following issues were highlighted for members –</p> <ul style="list-style-type: none"> <li>i) The carry forward surplus from the current financial year to 2016/17 represents the lagged funding for school improvements and will be recurrent in 2017/18.</li> <li>ii) The level of income anticipated in each of the two years in relation to individual income sources will vary for the reasons outlined during the meeting (e.g. levels of activity, the impact of novating services, developments intended to provide income to replace the current commission).</li> <li>iii) Similarly the level of expenditure will vary over the two years, reflecting, for example, the expansion in both the School Improvement Core Team (based on the model previously agreed) and the Business Team (to deliver some of the income generating activities referred to above).</li> <li>iv) Overall, a prudent approach has been taken with conservative estimates for both income and expenditure, resulting in a small operating surplus with no inclusion of any contingency.</li> </ul> <p>The view was expressed that without the inclusion of the lagged funding in 2016/17 a break-even year end outturn would not be achieved.</p> <p><b>Agreed – As commercial income is generated the aim should be to achieve a reserve which is equivalent to between 5% - 10% of turnover to provide financial stability and continuity of service.</b></p> <p><u>2 Monthly Management Accounts</u></p> <p>The Chair confirmed that he had seen the accounts, which will be circulated, and</p>	<p><b>SB for next meeting</b></p>

	<p>assured members that the Company was financially sound.</p> <p><u>3 Due diligence</u> It was noted that a meeting has been arranged for 24 August 2016 to undertake the due diligence process relating to the services which could potentially transfer from Sheffield City Council to Learn Sheffield. It was reported that a further (7<sup>th</sup>) service may be transferred depending on the outcome of ongoing discussions.</p> <p><u>4 Investment opportunities</u> This will be discussed at a future meeting in the context of a wider discussion on development and growth of the Company.</p> <p><u>5 Banking arrangements post September 2016</u> It was reported that the necessary policies and procedures, including appointing Directors as signatories to the account, will be implemented once the Board has been formally constituted.</p>	<p><b>MS</b></p> <p><b>MS</b></p> <p><b>MS</b></p>
<p><b>16/07/7</b></p>	<p><b>Legal / HR Update</b> (meeting notes and documents provided by Wrigleys Solicitors in relation to STAT Sheffield Novation)</p> <p><u>1 TUPE Update</u> It was reported that on behalf of the Board, the Chair has signed the necessary documentation to enable the Company to have 'admitted status' for the Local Government Pension Scheme.</p> <p>In relation to Trade Union recognition, Learn Sheffield will acknowledge the right of employees to be a member of a Trade Union but will not have agreements with individual Trade Unions.</p> <p>Legal advice is awaited in respect of other TUPE related matters and this will be considered as part of the due diligence process. On behalf of the Board, the Chair will be provided with assurance that Learn Sheffield will be a compliant employer with effect from 1 September 2016.</p> <p><u>2 HR policies and procedures</u> Learn Sheffield is working with the Sheffield College regarding the provision of HR services (at cost) to support 5 members of staff. However, when the Company's number of employees increases (to say 20) a formal procurement process will need to be instigated.</p> <p><u>3 STAT Sheffield - novation</u> Further to the detailed discussion at the April Board meeting, members received the advice note from Wrigleys solicitors relating to 'Intellectual Property Rights' together with two draft Deeds of Novation. In line with the original intention the Board was asked to consider Learn Sheffield formally replacing Malin Bridge School in both Deed of Novation documents relating to the arrangement involving the licence from Sheffield City Council for STAT Sheffield assessment and the sub-licence to The Publishing Foundry for the development and sale of STAT on-line. Members considered both the reputational and operational risks involved together with the potential financial and strategic benefits. On balance the latter was considered to outweigh the former.</p> <p><b>Agreed - to delegate authority to the Chair to sign the Deeds on behalf of the Board</b></p>	<p><b>MS</b></p> <p><b>Chair</b></p>

16/07/8	<p><b>Risk Assessment</b> (meeting notes refer)</p> <p>A detailed report will be presented to the next meeting. Members were asked to note two significant risks identified since discussion at the last meeting, namely:</p> <ul style="list-style-type: none"> <li>i) The departure of Sheffield City Council’s Children’s Commissioner and Director of Inclusion and Learning. The Chief Executive is in discussion with SCC regarding arrangements in the interim until a successor is recruited.</li> <li>ii) The balance between the Company’s two main priorities. There was a consensus that this had been picked up in discussion during the meeting.</li> </ul>	SB/MS
16/07/9	<p><b>Accommodation Update</b> (meeting notes refer)</p> <p>1 <u>Finalisation of the lease</u> It was reported that the conditions survey has been received. The lease has a 2 year notice period and a value of £68k over 10 years (provision for which will need to be accrued in the accounts). Consideration of additional premises is currently on hold pending further consideration of the due diligence matters (referred to in Minute 16/07/6.3 above).</p> <p><b>Agreed – to delegate authority to the Chair to sign the lease on behalf of the Board</b></p> <p>2 <u>Car park update</u> It was reported that no further action will be taken at this stage due to the quotations received for the work required are too high.</p>	Chair
16/07/10	<p><b>Schedule of meetings for 2016/17 and future agenda items</b></p> <p>1 <u>Schedule of meetings</u> A schedule of meetings for 2016/17 will be prepared by the Clerk and Strategic Business Director taking account of the key dates for approving the budget; approving the financial statements; receiving performance reports etc.</p> <p>2 <u>Future agenda items</u> The Risk Assessment (and mitigating action), Financial Regulations, Financial Controls and Delegated Authority will be presented to the next meeting. <b>Agreed – The Chair will be the named signatory for items of expenditure exceeding £50k.</b></p> <p>3 <u>August results</u> A report on the results due in August was requested as soon as possible after publication.</p> <p>4 <u>Audit of the 2015/16 Financial statements</u> Arrangements to audit the financial statements for the current year have been made provisionally for week commencing 17 October 2016. The audited statement will be presented to the Board for approval prior to the AGM/EGM.</p>	<p>VS/MS</p> <p>SB/MS</p> <p>SB</p>
16/07/11	<p><b>Any other business</b></p> <p>Members commented positively on the meeting and agreed that at the end of its first year of operation there was evidence of the Company’s positive impact and sustainability.</p>	

