|  |  |
| --- | --- |
| |  | | --- | | agenda_Agenda BGLearn Sheffield Board of DirectorsThursday 16 February 2017, 4.00 to 5.50 pm Learn Sheffield Training and Development Hub MINUTES | |

**Chair: Darren Tidmarsh (from 4.20 pm)**

**Present:**

Mike Allen - Co-opted Director, Vice Chair – in the Chair from 4.00 to 4.20 pm

Stephen Betts – CEO, Learn Sheffield  
Chris French – Secondary School Director  
Christopher Holder – Primary School Director  
Antony Hughes – Co-opted Director  
Angela Lant – Primary School Director  
Judith Smith – Special School Director

**Attendees:**

Morag Somerville, Strategic Business Lead

Val Struggles, Clerk to the Board

**Apologies:**

Joel Wirth – Secondary School Director

| **Minute** |  | **Action** |
| --- | --- | --- |
| **17/2.2/01** | **Chair’s introductory remarks**  On behalf of the Board the Chair welcomed Antony Hughes to his first meeting following his appointment as a non-executive co-opted Director. |  |
| **17/2.2/02** | **Quoracy** It was confirmed that the meeting was quorate. |  |
| **17/2.2/03** | **Minutes of the previous meeting**  The confidential and non-confidential minutes of the meeting held on 1 February 2017 were approved as an accurate record. The non-confidential minutes will be published on the Company’s website. | **Clerk** |
| **17/2.2/04** | **Matters Arising**  1 Minutes 17/02/05: Appointment of a Vice Chair The Board approved unanimously the appointment of Mike Allen as Vice Chair for a one year period terminating at the end of January 2018.  2 Minute 17/02/07.1: SCC Nomination update It was noted that discussions on this matter are continuing with SCC Officers and the Cabinet Lead member. Indications are that the SCC intends to nominate a Councillor and that their details will be notified to the Board shortly.  Concern was expressed regarding the ongoing vacancy of a LA nominated non-executive Director, the potential impact of which will be kept under review as part of the risk register.  3 Minute 17/02/07.3: Membership update It was reported that there had been no changes to membership since the last meeting. Following receipt of clarification from the EFA and Charity Commission the remaining perceived barrier to their application for membership has been removed for some Catholic schools.  4 Minute 17/02/07.4: Finalisation of the lease  The Board was informed that finalisation of the lease is almost complete, pending a review of the rent-review period based on the condition survey (as discussed at the last meeting).  5 Minute 17/02/08.1: Organisational Architecture  Discussions are continuing with SCC relating to the payment of VAT on the salaries of seconded staff and the wording of the commissioning documentation in so far as this could impact on the Company’s corporation tax status.  6 Minute 17/02/10.2: STAT Novation  As previously reported, three parties - Learn Sheffield, SCC, Malin Bridge Primary School and The Publishing Foundry - have agreed the contracts. Subsequent to the last meeting a final contract has been issued (to IT Data Services) and agreed for signature by the Chair following the meeting. | **Chair** |
| **17/2.2/05** | **Strategic substantive items**  1 Standing item – Long term planning - CONFIDENTIAL  Following discussion at the last meeting, an update was provided details of which are recorded in the separate confidential minutes.  A paper was requested for the next meeting which outlines Learn Sheffield’s holistic offer and includes firm proposals with clear examples of funding streams (taking account of the progress of ongoing discussions).   1. Revised Services Planning update – CONFIDENTIAL   A tabled report provided an update on the ongoing discussions with SCC, details of which are recorded in a separate confidential minute.  For the next meeting the Board requested that the reports outlining the business cases include -   * high level details of the longer term financial position * a risk analysis and action to mitigate | **CEO**  **23/3/17**  **CEO for circulation by 16/3/17** |
| **17/2.2/06** | **Legal Matters**  1 Due Diligence  The latest position with regard to the due diligence process was reported under agenda item 4.2 (Minute 17/2.2/05.2 above refers).  2 Draft scope of the review to be undertaken by Wrigleys Solicitors  Further to discussion at the last meeting, in relation to both the Company’s future organisational architecture and further revisions to its Articles of Association, a draft scope for a review was provided for comment / endorsement. Broadly the scope included a review of   1. Article 40 regarding quoracy, based on the Board’s discussion in December 2. Articles 60 and 61 regarding SCC’s designation as the supervising authority 3. Article 13 regarding the appointment of the SCC nominated Director. 4. Article 14 regarding appointments to the Board on the basis of individual skills. In relation to this and iii) above Directors referred to their earlier discussion (Minute 17/2.2/04.2 above refers) and expressed a preference for a LA Officer who could strengthen its links in the Sheffield City region. The CEO undertook to convey the Board’s wishes in a letter to the Council’s Chief Executive and Leader, a draft of which will be circulated to Directors for comment 5. Article 15 regarding Directors’ term of office and the potential to phase these to provide continuity. 6. The pros and cons of the current School Company status compared with charitable status in the context of longer term operations. Advice will be sought on those aspects of the Articles which the Company has the freedom to amend and those which are a specific requirement of the Schools’ Regulations 7. Legal advice on any other constraints which could impact on the Company’s future progress.   In relation to vi) above - the future organisational structure – Hart Shaw (external auditors) had previously identified models aimed at providing flexibility in respect of the company’s future operation and to minimise its tax liabilities. It was agreed that in order to progress the review the Chief Executive, Strategic Business Lead and Clerk will undertake further work on the scope prior to meeting with Wrigleys and Hart Shaw. The Vice Chair expressed his willingness to participate, subject to availability. A progress report will be presented to the meeting on 23 March with the aim of Wrigleys and Hart Shaw attending the May meeting to report back on the review. | **CEO**  **CEO, SBD,**  **Clerk – bf 23/3/17**  **Bf 18/5/17** |
| **17/2.2/07** | **Sheffield Priorities Update**  The Board received the latest design version of the Action Plan containing more details of the key strategies which have been implemented together with the supporting activities. Each theme included the milestone activities for April 2017 and December 2017. The following aspects of the report were highlighted: -   1. The ‘Research Led Sheffield’ project, part of the System Culture Action Plan, is due to be launched next term. 2. As part of the Workforce Action Plan, a Professional Learning Project will be scoped, to be delivered by different partners within the city. In addition it is intended to launch a comprehensive CPD portal from September 2017 as part of Learn Sheffield’s coherent service. 3. The Pupil Premium Research Project, within the Inclusion Action Plan is a priority aligned to the Achievement and School Improvement Strategies. 4. The ‘Post-16 Strategy’, as part of the Readiness Action Plan, will take account of SCR’s Post 16 Skills review work.   The final version will be distributed to the Board and future reports will consider the underpinning budgets and financial implications of the key strategies. | **CEO** |
| **17/2.2/08** | **Financial Matters**  1 Banking arrangements and account signatories  Subsequent to the Board agreeing at the last meeting to delegate authority to the Chief Executive to finalise banking arrangements, it was reported that the bank mandate is in the process of being updated in respect of account signatories.  2 Financial Forecasts  An updated financial forecast for year-end 2016/17 will be presented to the next meeting and the initial draft budget for 2017/18 will be presented to the meeting in May. | **SBD 23/3/17 &18/5/17** |
| **17/2.2/09** | **Communications**  1 Update  The Board noted the report, circulated prior to the meeting, which summarised   * the growth in the scope of the website and the general level of interest following the inclusion of more partnership activity; * growth in the use of the main twitter account (@learnsheffield) which now has over 2100 followers. A second account is now active, with over 100 followers, to support the governance offer (@SheffGovernance).  1. Website analytics   Details of the latest website analytics were noted as reported in the paper, including an increase in the number of sessions and users with an average of approximately 50 ‘visits’ daily; an increase in the number of returning visitors and an increase in the number of single page visits.  It was acknowledged that the analysis indicated a steady growth in the use of the website particularly by users making ‘focused’ visits. |  |
| **17/2.2/10** | **Beyond MATs Collaboration**  It was noted that the national group (of which Learn Sheffield is a founding member) continues to meet termly and is developing a lobbying dimension. Involvement in the group provides Learn Sheffield with connectivity nationally which in turn provides a higher profile (and potential risks associated with this). The Group’s next meeting, scheduled for 1 March, will be attended by a former government education adviser. |  |
| **17/2.2/11** | **Schedule of future meetings**  23 March 2017 at **4.30 pm**  **Members were asked to note that the above meeting may be extended to accommodate the business to be transacted.**  18 May 2017 at 4.00 pm  6 July 2017 at **4.30 pm**  Given the importance of specific items of business to be transacted at the remaining meetings, Directors were requested to notify the Clerk immediately if they anticipated they would be unable to attend. Furthermore, papers for consideration will be circulated in advance to provide Directors with sufficient time to submit comments if they are unable to attend the meeting. | **Directors**  **CEO** |
| **17/2.2/12** | **Any Other Business**  There were no other items of business. |  |
| **17/2.2/13** | **Future Agenda items**  In addition to issues raised during discussion for consideration at future meetings, the following items have been identified also   * An update of the Risk Analysis/Risk Management Framework at every meeting * Performance analysis for Spring term 2017 – 23 March 2017 * Growth/Service Planning - 23 March 2017 – this will be a substantive item with the outcome of discussions underpinning subsequent consideration of long term financial planning and the draft / final 2017/18 budget scheduled for the Summer term * Draft 2017/18 Budget – 18 May 2017 * Final 2017/18 Budget – 6 July 2017 * Governance arrangements – 6 July 2017 |  |