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| agenda_Agenda BG Learn Sheffield Board of DirectorsThursday 22 March 2018, 4.00 pm to 5.45 pmLearn Sheffield Training and Development Hub Non Confidential |

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**Chair of the meeting:**

Mike Allen– Co-opted Director and Vice Chair

**Present:**

Stephen Betts – CEO, Learn Sheffield

Cllr Andy Bainbridge – Local Authority nominated Director

Chris French – Secondary School Director,
Angela Lant – Primary School Director

**Attendees:**

Andrew Hartley – FE Director designate (observing)

Val Struggles, Clerk to the Board
Morag Somerville, Strategic Business Lead

| **Minute** |  | **Action** |
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| **18/3/01** | **Apologies for Absence**Apologies for absence were received from Christopher Holder, Antony Hughes, Judith Smith, Darren Tidmarsh and Andy Wynne. The Board noted the comments submitted by Antony Hughes which were taken into account during discussion of the relevant items of business. |  |
| **18/3/02** | **Chair’s Opening remarks** The Chair welcomed Andrew Hartley, Commercial Director, The Sheffield College, to the meeting pending his appointment as the FE Director (to be formalised at the forthcoming AGM). |  |
| **18/3/03** | **Quoracy**It was confirmed that the meeting was quorate. |  |
| **18/3/04** | **Minutes of the previous meeting**The confidential and non-confidential minutes of the meeting held on 1 February 2018 were approved as an accurate record. The non-confidential minutes will be published on the Company’s website. | **Clerk** |
| **18/3/05** | **Matters Arising**1 Minute 18//05.1: Finalisation of the lease The Board was informed that the lease documentation had been received from Sheffield City Council and was currently with Wrigleys Solicitors for comment prior to being signed. |  |
| **18/3/06** | **Strategic substantive item- Long term planning** 1. Long term planning – Subscription Model update – Confidential Meeting Notes refer

At the last Board meeting, Directors emphasised the need for a greater level of commitment from SCC in terms of its financial support; progressing the transfer of services; sharing risks to support the long term future of schools improvement and requested these issues be raised with the Council at the meeting on 2 February. The CEO reported that the ongoing discussions and briefings with academy / school leaders and governors have informed the development of the subscription offer and the confidential tabled report provided a summary of the latest modified version together with the key actions to mitigate associated risks. Also summary was provided of the resource requirements and capacity based on a number of assumptions relating to number and type of subscribing schools; team days required for different aspects of the package etc. Work was in hand to review costs (rather than time) relating to aspects of the offer to incorporate these into the budget and further reports will be presented to the Board. The detailed booklet ‘Future Funding – Subscription Model’ will be completed for distribution to schools before Easter. Details raised in discussion are recorded in the separate confidential minutes. |  |
|  | 1. Transfer of Services - update – Confidential tabled report and Meeting Notes refer

The Board received an update on the current position with regard to the planned transfer of services. Details of the issues raised in discussion are recorded in a separate confidential minute.On the basis of legal advice and in recognition of the need for Learn Sheffield to be linked with SCC in a way which will facilitate future negotiations, the Board agreed to authorise the Chair to sign the ‘Agreement for the Provision of a Schools Governance Improvement Service’ thus enabling the transfer to proceed as scheduled with effect from 1 April 2018.1. Development of Services (confidential Meeting Notes refer)

Details of the report of work in progress are recorded in the separate confidential minutes.Further reports will be presented to the Board during the Summer term 2018. | **Chair****CEO** |
| **18/3/07** | **Financial**1. 2017/18 Budget – update on changes to the income and expenditure profile (tabled report)

The Board received a budget profile and cash flow statement for the period September 2017 to August 2018 showing the position as at mid-February 2018. The following issues were highlighted:1. As previously reported due to the first tranche of STAT income (£80k) being included in the 2016/17 accounts, a deficit of just over £15k was shown for the year to date. The next STAT quarterly report is due at the end of March 2018.
2. As previously reported the balance brought forward from 2016/17 has yet to be included in the figures and a prudent approach continues to be taken to ensure expenditure remains within the budget. With the inclusion of the carry forward amount a break-even position was anticipated for the 2017/18 year-end.
3. Currently, at the end of August 2018, a shortfall of £53k is forecast. Currently no income has been included relating to the projects referred to in the Meeting Notes (Minute 18/3/07.2 below refers). The financial impact will be reflected once finalised.
4. As reported at the last meeting, expenditure will be re-profiled from February/March to August 2018 to ensure there is no overspend at year end. Future reports will also need to reflect the financial impact of the transfer of services (Governance) planned for 1 April 2018 (possibly as a separate/parallel budget). Income relating to Governance was anticipated as £40k but this will be clarified in terms of the timing of invoices/payments and the difference between the Company’s financial year (September to August) and the fiscal year (April to March).

Directors recognised the need to consider and approve a ‘reserves strategy’ to provide an appropriate contingency and agreed that this matter will be discussed initially by the Finance and Audit Committee.1. Horizon scanning / scenario planning for 2017/18 year end (confidential – Meeting Notes refer)

Directors noted details of two projects currently in the developmental stage which could have significant financial implications, details of which 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 28 February 2018 (cancelled due to adverse weather conditions) had been circulated. Directors attention was drawn to the following-1. The rating for five risks has been increased;
2. The ratings for three risks has been reduced;
3. The status of the other three risks remained unchanged.

The register will be reviewed prior to the next Finance and Audit Committee meeting and it was anticipated that some of the risk ratings will change significantly over the next few months.1. Monthly Management Accounts – February 2018

The key issues were covered in the 2017/18 Budget update (Minute 18/3/07.1 above refers).1. Other items carried forward from 28 February 2018

There were no other items to bring to the Board’s attention. | **F&ACttee****2.5.18****F&ACttee2 May 2018** |
| **18/3/08** | **Governance Matters**1. Final preparation for the postponed AGM / EGM

Due to adverse weather conditions the reconvened AGM and the EGM (to consider changes to the Articles) were re-arranged for 22 March 2018 (following the Board meeting). Directors were informed that to date only 3 Member organisations had accepted the invitation to attend and 5 had tendered apologies (two submitting proxy forms). Consequently the meetings were not expected to be quorate - the implications and process to be followed in this eventuality were outlined to the Board.1. Articles

In accordance with the requirements of the Article 56, Directors were informed that written agreement to the changes has been received from SCC enabling the resolution to be passed at the forthcoming EGM following which the amended Articles will be submitted to Companies House.1. Proposal to recruit and appoint two additional Directors

Directors were reminded that once passed, the resolution relating to changes to the Articles (specifically Article 12), will enable to Board to appoint two further additional Directors. As previously discussed, the Directors reiterated their support for the re-appointment of Darren Tidmarsh in recognition of his HR expertise and to provide continuity given his previous significant contribution to both the shadow and substantive Board. Other vacancies on the Board include a second Director to be appointed by and from the Secondary School sector and provision for SCC to appoint a second non-executive Director. The Board acknowledged the need to enhance the range of skills (particularly financial and legal expertise) and diversity amongst Directors and suggestions were made regarding the recruitment process. In relation to the SCC nominated Director, it is hoped that the outcome of discussions will lead to its nomination of a Senior Officer. |  |
| **18/3/09** | **Performance Outcomes for Spring Term 2018**The Board was informed that a detailed report will be produced at the end of the Spring term for consideration at the next meeting. The outcomes of recent Ofsted inspections were broadly in line with predictions. | **CEO****17 May 2018** |
| **18/3/10** |  **Schedule of future meetings for 2017/18** Board meetings -Thursday 17 May 2018 at 4.00 pmThursday 5 July 2018 at 4.00 pmFinance and Audit Committee meetings –Wednesday 2 May 2018 at 3.00 pmWednesday 20 June 2018 at 3.00 pm |  |
| **18/3/11** | **Any Other Business**ApprenticeshipDirectors were pleased to note that following the successful completion of her Apprenticeship Maddie Allen has secured a permanent position at the UTC. The recruitment process for a new apprentice has begun and one option will be to request Secondary Schools to bring this to the attention of their pupils. In the interim a SHU student who has just completed a successful internship with the company has been engaged on a temporary basis.  |  |
| **18/3/12** | **Future Agenda items**The following items have been identified for future meetings –Reserves Strategy – Finance and Audit Committee 2 May 2018Performance Outcomes Spring 2018 – Board 17 May 2018Transfer of Services Update – Board 17 May 2018Development of Services Update – Board 17 May 2018Horizon Scanning / Scenario Planning for 2017/18 year end – Board 17 May 2018Recruitment / Appointment of Directors – Board 17 May 2018 |  |