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| Learn Sheffield Board of DirectorsThursday 13 December 2018, 4.00 pm– 6.10 pm Learn Sheffield Training & Development Hub MINUTES |

**Chair:** Mike Allen – Co-opted Director

**Attendees:**

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| **Name** | **Position** |
| Andy Bainbridge | SCC Nominee Director |
| Stephen Betts | Learn Sheffield Chief Executive |
| Andrew Hartley | FE Director |
| James Henderson | SCC Nominee Director |
| Christopher Holder | Primary School Director |
| Antony Hughes | Co-opted Director and Vice Chair |
| Angela Lant | Primary School Director |
| Judith Smith | Special School Director (from 4.10 pm) |
| Val Struggles | Clerk to the Board |
| Mike Westerdale | Secondary School Director elect – Observer (until 6.00 pm) |
| Andy Wynne | Learn Sheffield Operations Director |

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| **Minute** |  | **Action** |
| **18/12/01** | **Apologies for Absence**  Apologies were received from Chris French, Secondary School Director, Darren Tidmarsh, Co-opted Director and Morag Somerville, Strategic Business Lead |  |
| **18/12/02** | **Chair’s opening remarks**  The Chair welcomed Mike Westerdale, Chief Executive Officer, Brigantia Trust, who was attending the meeting as an observer pending his formal appointment as a Director, Secondary schools sector. |  |
| **18/12/03** | **Declarations of Interest**  No formal declarations were made at the start of the meeting, however during consideration of agenda item 6 reference was made to ongoing discussions and future communications with Members and Officers of SCC. Cllr Bainbridge and James Henderson acknowledged their roles both as Company Directors and within SCC. |  |
| **18/12/04** | **Minutes of the previous meeting held on 21 October 2018**  The confidential and non-confidential minutes were approved as an accurate record. |  |
| **18/12/05** | **Matters Arising (Meeting Notes refer)**  1 Minute 18/10/06.1: Development of Services and Future Transfer  It was reported that the contract relating to the Data Analysis Service has been agreed and finalised with SCC.  2 Minute 18/10/06.3: Nomination of a Secondary School Director  Following the call for nominations two valid submissions had been received and a ballot subsequently held. The successful candidate, Mike Westerdale, had been invited to attend the meeting as an observer (Minute 18/12/02 above refers).  3 Minute 18/10/09.3: Financial matters  Discussion relating to the possible increase in financial capacity is recorded in Minute 18/12/06.3v) below.  4 Minute 18/10/11.2: Knowsley visit  It was noted that the visit by three colleagues from Knowsley (Director of Education, School Improvement Lead and Cabinet Lead Member) took place on 8 November 2018. |  |
| **Financial and Strategic Matters** | | |
| **18/12/06** | **6.1 Confidential minutes of the Finance and Audit Committee meeting held on 21 November 2018 and Matters Arising**  1 Minutes of the meeting (Confidential)  The Minutes of the meeting had been circulated and actions arising were noted, with specific reference to Minute 18/11/05 which recorded discussions relating to the draft audited Annual Report and 2017/18 Financial Statements |  |
|  | **6.2 Annual Report and 2017/18 draft audited Financial Statements – (Confidential Meeting Notes refer)**  With reference to the status report in the Meeting Notes, the minutes recording discussions at the Finance and Audit Committee’s November meeting and the summary of discussion during the additional meeting (held immediately preceding this Board meeting) the Chief Executive highlighted the following –   1. The main issues raised during a meeting between Hart Shaw, Auditors and the Strategic Business Lead, as summarised in the confidential Meeting Notes. 2. Progress achieved to date against the Auditor’s seven requirements, reported at the additional Committee meeting which will provide the basis for the Board’s discussion.   Details of the Board’s discussion and decisions are recorded in a separate confidential minute. |  |
|  | **6.3 2018/19 Budget**  **(Confidential report, updated budget overview as at December 2018 versions 1 and 2 circulated**)  The papers provided details of the updated 2018/19 budget as at December 2018, a revised 2019/20 budget and issues which related to the Auditor’s requirements as referred to in consideration of the previous item (Minute 18/12/06.2 above refers). Details of the Board’s discussion and decisions are recorded in a separate confidential minute. |  |
|  | **6.4 Items deferred from the Finance and Audit Committee meeting held on 21 November 2018**  It was noted that consideration of the following items of business had been deferred by the Committee   1. Updated Risk Register (paper circulated)   The summary of the three highest rated risks for each of the four areas (Strategic; Operational; Compliance; Finance) circulated for the Finance and Audit Committee meeting on 21 November 2018 had been circulated for information.   1. Educator Assessment Tracker contractual arrangements and financial projections (paper circulated)   The Board received the report originally prepared for the Finance and Audit Committee meeting on 21 November 2018. Subsequent to that meeting a letter had been received from the Director of Educator (circulated) outlining the Company’s current financial situation and the need to renegotiate its contract. The Board agreed the Chief Executive’s recommendation to accept the offer from the Director of Educator to arrange a meeting to discuss the matter further.   1. Staff Contractual Terms and Conditions   Details of the proposed terms and conditions, agreed by the Committee at the meeting on 21 November 2018 were recorded in Minute 18/11/03.4). There was one remaining term to be finalised, relating to ‘sickness entitlement’. The proposed terms were considered by the Committee at its meeting on 13 December 2018 (Minute 18/12/04 refers) and agreed subject to Board approval. In addition, in relation to ‘pay and progression’ the Committee agreed the inclusion of an interim scale to enable apprentices to be appointed to substantive posts within the Company. | **CEO**  **Bf Board 31.1.19** |
| **18/12/07** | **Planning for Growth – Confidential update (Meeting Notes refer)**   * 1. Feedback from recent meetings   Details of the outcome of recent meetings were summarised in the Meeting Notes.   * 1. SCC Commission / Deed of Variation   The signed document was circulated for information prior to the meeting.   * 1. Development of services / draft paper for Cabinet consideration   Details summarised in the Meeting Notes were also covered during the discussion of agenda item 6.3 (Minute 18/12/06.3 above refers). |  |
| **Operational Matters** | | |
| **18/12/08** | **Performance Outcomes**  8.1 Sheffield Data Summary 2017/18 (paper circulated) – item deferred  8.2 First Outcomes report for 2018/19 as at November 2018 (paper circulated) – item deferred | **Bf Board 31/01/2019** |
| **18/12/09** | **Leadership Capacity including the Recruitment of Director of Strategy and Delivery** (paper circulated)  The paper outlined options for the Board’s consideration as a consequence of the lack of an appointment following the recent recruitment process for the post of Director of Strategy and Delivery. The advantages and disadvantages of each of the following options were outlined in the report. Details of the preferred option and the Board’s decision are recorded in a separate confidential minute. | **CEO bf 31.1.19** |
| **18/12/10** | **Annual General Meeting for 2017/18**  The arrangements for the next AGM were discussed under agenda item 6.2 (Minute 18/12/06.2 above refers). |  |
| **18/12/11** | **Any other business**  1 Chief Executive’s appointment to the Board of Create Sheffield  The Board formally recorded Directors’ unanimous decision (via correspondence) to approve the Chief Executive’s appointment to the Board of Create Sheffield. The Chief Executive assured the Board that the appointment would reduce his time commitment to Create Sheffield and provide a sustainable long term commitment to its work.  2 Recruitment of a fourth Co-opted Director  Views were expressed that in addition to increasing the Company’s financial capacity (even if only on an interim basis initially) there was a need to fill the vacancy for a fourth Co-opted Director as soon as possible and that the focus should be on preferably appointing a qualified accountant. |  |
| **18/12/12** | **Future agenda items**  31 January 2019  Audit of the 2017/18 Financial Statements (including detailed analysis of income and expenditure) – after consideration by the F&A Committee 16 January 2019,  2018/19 Budget monitoring including cash flow – after consideration by the F&A Committee 16 January 2019  Workforce Arrangements  Leadership Capacity – interim arrangements  Recruitment of a 4th Co-opted Director  Items deferred from this meeting –  Performance Outcomes 2018/19 – 1st report  Performance Outcomes Annual report for 2017/18  Revised Risk Register – F&A Committee – 16 January 2019 (and standing item for future meetings)  Future meetings  Educator Assessment Tracker – contractual arrangements and outcome of meeting with the Director of Educator – F&A Committee 16 January 2019  SCC Commission and development of services – standing item for the Board |  |
| **18/12/13** | **Schedule of meetings**  Thursday 31 January 2019, 4.00 pm  **Wednesday 27 February - AGM** (following the Finance and Audit Committee meeting) **time to be confirmed** Thursday 21 March 2019, 4.00 pm Thursday 16 May 2019, 4.00 pm Thursday 11 July 2019, 4.00 pm. |  |

**Contact Officer:** Val Struggles, Clerk to the Board of Directors ([val.struggles@learnsheffield.co.uk](mailto:val.struggles@learnsheffield.co.uk))