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| agenda_Agenda BG Learn Sheffield Board of DirectorsThursday 19 October 2017, 4.00 pm to 5.15 pmLearn Sheffield Training and Development HubMINUTES  |

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**Chair of the meeting:**

Darren Tidmarsh – FE Director

**Present:**

Mike Allen– Co-opted Director and Vice Chair

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

Judith Smith – Special School Director

**Attendees:**

Val Struggles, Clerk to the Board

**Apologies:**

Christopher Holder, Primary School Director
Morag Somerville, Strategic Business Lead
Joel Wirth, Secondary School Director

| **Minute** |  | **Action** |
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| **17/10/01** | **Apologies for Absence**Apologies were received from Christopher Holder, Morag Somerville and Joel Wirth. |  |
| **17/10/02** | **Chair’s Opening remarks - confidential**In accordance with Article 31.1 (Termination of Director’s Appointment) the Board noted the resignation of two non-executive Directors. Additional details are recorded in the confidential minutes. |  |
| **17/10/03** | **Quoracy**It was confirmed that the meeting was quorate. |  |
| **17/10/04** | **Minutes of the previous meeting**The confidential and non-confidential minutes of the meeting held on 18 September 2017 were approved as an accurate record. The non-confidential minutes will be published on the Company’s website. | **Clerk** |
| **17/10/05** | **Matters Arising**1 Minute 17/9/05.3: Finalisation of the lease The 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.2 Minute 17/9/07: Risk AssessmentThe Board was informed that the Finance and Audit Committee has not met since the last Board meeting consequently the risk register will be updated for review by the Committee at its meeting scheduled for 22 November 2017.3 Minute 17/9/11.3: VAT registration updateThe Board was informed of the advice received from Hart Shaw following the last meeting, namely: -1. The expectation that HMRC will approve the Company’s VAT registration by the end of the month;
2. The types of sales invoices which will need to include VAT in future;
3. The process to be followed prior to and immediately following completion of the VAT registration process;
4. The costs associated with Hart Shaw providing both staff training and for the preparation and submission of quarterly VAT returns.

The Board agreed to proceed on the basis outlined and to instruct Hart Shaw to provide the VAT related services subject to the associated costs compared with the amount of recoverable VAT being kept under review.4 Minute 17/4/12.1 (April 2017) - Chief Executive’s performance objectivesIn response to a query, the Chair undertook to circulate details of the performance objectives for the Chief Executive for comment and subsequent consideration by the Remuneration Committee. | **F&AC – bf 22/11/17****SB Lead****Chair** |
| **17/10/06** | **Strategic substantive item- Long term planning** 1. Long term planning – update – Confidential Meeting Notes refer

The Chief Executive updated Directors in respect of his ongoing discussions with SCC’s Chief Executive. Details are recorded in the separate confidential minutes. |  |
|  | 1. Transfer of Services - update – Confidential Meeting Notes refer

Directors were informed of the current position, details of which are recorded in the separate confidential minutes1. Negotiations – outstanding issues – Confidential Meeting Notes refer

Outstanding issues relating to the transfer of services were brought to the Board’s attention details of which are recorded in the separate confidential minutes.1. TUPE update – Confidential Meeting Notes refer

Directors were informed that the TUPE process was continuing by mutual agreement with SCC as outlined in the Meeting Notes. Further details are recorded in the separate confidential minutes.1. Staff appointments and structure

The Board noted the following appointments to posts previously agreed* David Bateson OBE – LS Improvement Partner (Special)
* Sai Patel – LS Improvement Partner (Secondary)

In addition a targeted approach has been taken to a review of the staffing structure to identify the additional business and administration capacity required in the period up to summer 2018. The changes outlined will negate the need to recruit a Business Manager at this stage. |  |
| **17/10/07** | **Governance – Articles of Association update**Subsequent to discussion at previous meetings regarding further changes to the Articles of Association, Directors considered and approved the proposed rewording of the following –  1. Article 5 ObjectAn additional sub clause “*To undertake such other activities (commercial or otherwise) from time to time as the Directors may determine.”*
2. Article 12 The Board (constitution)Amendment to clause 12.2 to read “*The Board may from time to time at their sole discretion appoint up to* ***four*** *additional non-executive Directors in which case the Board shall comprise of up to* ***12*** *non-executive Directors and the Chief Executive.”*
3. Article 14 Appointment of non-Executive Directors by members of Educational EstablishmentsThe wording of clause 14.1 currently provides flexibility to reduce the number of Primary and Secondary school Directors to one. At a later date further consideration may be given to the wording of clause 14.2 which relates to the process by which Member Schools nominate and appoint Directors.
4. Article 15 Term of office of non-Executive DirectorsAmend clause 15.2 to read

“*Thereafter the term of office for non-executive directors shall be between one and three years commencing from the date of appointment. At the end of an initial period of office Directors will be eligible for re-appointment.”*1. Article 20 Committee

 Removal of clause 20.3 which reads “*Any committee of the Board having responsibility for the employment or remuneration matters must include a Council Director”*1. Article 40 Quorum for General meetings

 Amend the wording of 40.2 to “*The quorum for Company meetings must be 20 Members save if the number of Members is less than 60 when the quorum shall be one third of the number of Members.”*Directors confirmed their approval of the changes and authorised the Chief Executive to liaise with SCC to seek its agreement (in accordance with Article 56) prior to a resolution being put to Members at the next AGM. To enable the Board to be represented in discussions, the Chief Executive undertook to notify Directors of the date of his meeting with SCC’s Leader and Deputy Leader.  | **CEO** |
| **17/10/08** | **Financial**1. 2017/18 Budget – update on changes to income and expenditure forecasts

It was noted that the Finance and Audit Committee had not met since the last Board meeting and no material changes have been made to the budget since the beginning of the current financial year. Currently work is commencing on profiling the impact of the transfer of two services (Minute 17/10/07.2 refers). The budget will be closely monitored by the Finance and Audit Committee and an update will be available for its consideration and scrutiny at its meeting on 22 November 2017 | **SB Lead for F&A Cttee 22.11.17** |
| **17/10/09** | **Financial Matters**1 Budget 2016/17 – update on the draft year end outturn The Board was informed that Hart Shaw have commenced their audit of the 2016/17 accounts and the key messages will be reported to the Finance and Audit Committee at its meeting on 22 November 2017 prior to the Board approving the audited year-end financial statements at its meeting in December. | **F&A Cttee bf 22.11.17** |
|  | 1. Monthly Management Accounts – as at the end of September 2017

The Board was informed that due to ongoing work to review the settings on SAGE, preparation of the monthly management accounts and monitoring report has been delayed. The relevant monitoring reports for both September and October will be available for scrutiny and discussion by the Finance and Audit Committee at its meeting on 22 November 2017. | **SB Lead for F&A Cttee 22.11.17** |
| **17/10/10** | **Performance Delivery year-end 2017 outcomes update**The Board was informed that national data has recently been received as a consequence of which the 2017 analysis is due to be completed by the end of October. The final version, which will be considered by SCC Scrutiny Committee on 13 November 2017, will be circulated to Directors for information as soon as possible prior to discussion at the next meeting. The Chief Executive provided a verbal report of Sheffield’s performance in the LA rankings in relation to KS1 and KS4 both of which showed a positive position overall. It was agreed that once the details are available, the Board will agree which indicators it wishes to scrutinise in depth. In addition consideration will be given to the type and impact of LS interventions and the impact of curriculum choices on outcomes (for the secondary sector).A verbal update was provided regarding the outcome of recent Ofsted inspections in local schools, details of which remain confidential at this stage. | **CEO** **bf 7.12.17** |
| **17/10/11** | **Stakeholder Strategy Event and AGM**The Board was informed of the intention to hold the AGM at the LS Hub at 6.30 pm on 1 February 2018, immediately following the Board meeting at 4.00 pm. Communications with partnership groups and stakeholders has commenced. In addition to the formal matters which will require Members’ approval through resolutions, (including the proposed changes to the Articles of Association; Directors’ Report 2016/17; audited year-end accounts 2016/17; resignation/appointment of Directors) it is intended to provide a presentation on the outcome of the Peer Review by Christine Gilbert (now arranged for November and January) and the Company’s future focus. Publication of the formal agenda and resolutions will be on or about 2 January 2018 (the 21 day notice period is 10 January 2018). | **Clerk** |
| **17/10/12** |  **Schedule of future meetings for 2017/18** 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 Thursday 17 May 2018 at 4.00 pmThursday 5 July 2018 at 4.00 pmIn view of the substantive business to be transacted at the meeting in December 2017 as a contingency the Board agreed to schedule an additional meeting in early January. Members will be contacted to ascertain their availability. | **Clerk** |
| **17/10/13** | **Any Other Business** Membership of the Finance and Audit CommitteeThe Board agreed to appoint Antony Hughes as a member of the Finance and Audit Committee to fill the vacancy created as a consequence of resignations from the Board (recorded in Minute 17/10/02 above). |  |
| **17/10/14** | **Future Agenda items**The following items have been identified for future meetings* Long term planning and transfer of services – December 2017
* Performance Delivery year-end 2017 Outcomes Report – December 2017
* Audited 2016/17 year end accounts – December 2017
* Appointment of Auditors for financial year 2017/18 – December 2017
* Preparation for the February AGM – December 2017
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