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| Learn Sheffield Board of DirectorsThursday 31 January 2019, 4.00 pm– 6.10 pmLearn Sheffield Training & Development HubMINUTES |

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

**Attendees:**

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| **Name** | **Position** |
| Andy Bainbridge | SCC Nominee Director  |
| Stephen Betts | Learn Sheffield Chief Executive |
| Chris French | Secondary School Director |
| Andrew Hartley | FE Director |
| James Henderson | SCC Nominee Director |
| Antony Hughes | Co-opted Director and Vice Chair |
| Angela Lant | Primary School Director |
| Val Struggles | Clerk to the Board |
| Morag Somerville | Strategic Business Lead |
| Mike Westerdale | Secondary School Director elect – Observer  |
| Andy Wynne | Operations Director |
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| **Invitees:** | For agenda item 6 |
| Hannah Jones | Hart Shaw Auditors |

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| **Minute** |  | **Action** |
| **19/01/01** | **Apologies for Absence**Apologies were received from Christopher Holder, Primary School sector Director and Darren Tidmarsh, Co-opted Director |  |
| **19/01/02** | **Chair’s opening remarks**The Chair advised that agenda item 6.2, the 2017/18 Annual Report and Financial Statements, would be taken as the first item of discussion. |  |
| **19/01/03** | **Declarations of Interest**No formal declarations were made at the start of the meeting, however during consideration of item 6 reference was made to ongoing discussions and future communications with SCC. Cllr Bainbridge and James Henderson acknowledged their roles both as Company Directors and within SCC. |  |
| **19/01/04** | **Minutes of the previous meeting held on 13 December 2018**The confidential and non-confidential minutes were approved as an accurate record. The non-confidential minutes will be published on the website. | **Clerk** |
| **19/01/05** | **Matters Arising (Meeting Notes refer)**1 Minute 18/12/06.4ii): Educator Assessment Tracker – contractual arrangements – ConfidentialThe Board was informed that the Chair and CEO will meet the Director of EAT on 7 February 2019. Cllr Bainbridge and Mike Westerdale also confirmed their availability to attend on behalf of the Board. Further details are recorded in the separate confidential minute.2 Minute 18/12/11.2: Recruitment of a fourth co-opted DirectorThere was a consensus that the recruitment process to fill the current vacancy for a fourth co-opted Director will focus on appointing an individual with specific financial / commercial expertise in addition to improving the Board’s diversity profile. The Chair undertook to progress the process in consultation with the CEO with the aim of securing an appointment prior to the AGM  | **Chair** **By 27.2.19** |
| **Strategic and Financial Matters** |
| **19/01/06** | **6.1 Confidential minutes of the Finance and Audit Committee meetings held on 13 December 2018 and 16 January 2019 together with Matters Arising**1 Minutes of the meetingThe confidential Minutes of the meeting had been circulated and actions arising were noted, with specific reference to –1. Minute 19/01/04 which recorded discussions relating to the preparation of the audited Annual Report and 2017/18 Financial Statements
2. Minute 19/01/06 Risk Register - The updated Register (circulated) included the highest risks from each area together with any for which the risk rating has changed since the review in September 2018.

Assurance was sought regarding action taken or planned to mitigate risks associated with sustaining future income associated with the Schools’ subscription model. The Board was informed that feedback is being obtained from schools regarding their needs; to ascertain how the subscription offer can meet those needs; identify areas requiring a targeted approach. Details of next year’s subscription offer will be available to schools by April for ‘sign up’ early next term.1. Minute 19/01/03.2 Proposed Grades and pay scales - the recommendation to adopt the proposed grades and pay scales for staff directly employed by or promoted within the Company was endorsed.
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| **Hart Shaw attended for the following item**  |
|  | **6.2 Annual Report and 2017/18 draft audited Financial Statements – (Confidential Meeting Notes refer)**With reference to the Meeting Notes, the Minutes of the Finance and Audit Committee’s recent meeting (referred to above) and the draft audited Annual Report and Financial Statements 2017/18 issues were highlighted by the Chief Executive in respect of the progress made to address the Auditor’s seven requirements. Details of the Board’s discussion and decisions are recorded in a separate confidential minute.  |  |
|  | **6.3 Auditor’s Management Letter and Audit Highlights (circulated)**Hart Shaw’s report (dated 31 August 2018) was previously considered at the Finance and Audit Committee meeting held on 21 November 2018 (Minute 18/11/05.3 refers). The Board was informed that the three areas of potential weakness relating to business process (Appendix 3 refers) identified during the audit of the Financial Statements will be considered in detail at the Committee’s next meeting. | **Bf F&A Cttee 27.2.19** |
|  | **6.4 Letter of Representation from the Board to Hart Shaw (circulated)**Directors agreed that the Chief Executive should sign the letter on behalf of the Board noting that this contains a paragraph relating to the Company’s status as a ‘going concern’ which aligns with the opinion to be included in the Financial Statements. | **CEO** |
| **Hart Shaw left the meeting** |
|  | **6.5 2018/19 Budget and Monthly cash flow forecast (circulated)**The papers provided details of the 2018/19 budget overview updated as at January 2019, the 2019/20 budget and the monthly cash flow forecasts for the periods September 2018 to December 2019 and September 2019 to August 2020. The following issues were highlighted –1. In relation to 2019/20 not all projections were currently reflected in the figures. On the basis of information presented, concern was expressed regarding the deficit cash position forecast for August 2020.
2. Future reports will include both the monthly opening and closing bank balances.
3. The impact of other changes, including Corporation Tax (once confirmed) and the SCC loan etc. will be incorporated

Updated reports will be provided for the next Finance and Audit Committee meeting and Directors were invited to submit comments on any changes required to the format and content of the reports  | **SBL****Bf F&A Cttee****27.2.19** |
| **6.6** | **Appointment of Auditors for 2018/19**The proposal to re-appoint Hart Shaw as the Company’s Auditors for the financial year 2018/19 was approved and a Resolution to this effect will be sought at the forthcoming AGM.The view was expressed that in the interests of transparency and value for money a review of audit service provision should be undertaken prior to the next AGM. | **Bf AGM 27.2.19** |
| **Operational Matters** |
| **19/01/07** | **Annual Meeting 2017/18 (Meeting Notes refer)**The Board confirmed that the AGM, scheduled for Wednesday 27 February 2019, will commence at 5.00 pm. In accordance with the Articles a formal notice will be issued to Members by 5 February 2019 together with details of the Resolutions to be passed and arrangements for submitting proxy votes. The signed audited Financial Statements for 2017/18 will be circulated together with the Directors’ Annual Report on Thursday 14 February 2019. The CEO undertook to give further consideration to the inclusion of an additional topic or speaker at the event subject to this being linked to the Financial Statements / Directors’ Report. | **Clerk – by 5.2.19****CEO – by 14.2.19** |
| **19/01/08** | **Staffing Matters** **8.1 Leadership Capacity** Issues relating to this item were discussed under agenda item 6.2 (Minute 19/02/06.2 refers). It was agreed that this matter will be kept under review.**8.2 Workforce Arrangements (Meeting Notes refer)**It was noted that the report requested at the Board’s meeting in September has been delayed to allow consideration of the opportunities afforded by the closer partnership with SCC. Details of the support offered by SCC, both in-year and from September 2019 were highlighted during discussion of agenda item 6 (Minute 19/02/06.2 refers) as summarised in the Meeting Notes. The view was expressed that arrangements to increase financial capacity were a priority and hopefully will be in place for half-term. |  |
| **19/01/09** | **Performance Outcomes****9.1 2017/18 comparison with national data (circulated)**The Sheffield Data Summary report identified the city’s performance in 20 key measures compared with national performance, 152 local authorities, 8 core cities and 11 statistical neighbours. Overall performance1. was weaker compared with national and local authority rankings than in the previous year;
2. continues to be very strong compared with other core cities with Sheffield ranked 1st or 2nd for some key measures

**9.2 Outcomes report - January 2019 (circulated)** The updated report includes the proportion of subscribing schools and comparative national data relating to attendance and exclusions. It was noted that further analysis of the latter is being undertaken.In relation to school inspection outcomes, the percentage of schools grades by Ofsted as ‘good/outstanding’ has decreased slightly, this was attributed to a larger number of schools. However, overall outcomes were in line with expectations. More detailed work will be undertaken as part of a planned mid-year review of performance which will be linked also to the impact of the new School Improvement Strategy (agenda item 10.1, Minute 19/01,10.1 refers). The outcome of the review will be presented to the Board as a substantive agenda item at a future meeting. The Chief Executive was requested to identify in the report both the School Improvement Strategy priorities and the Board’s monitoring role in respect of these.  | **CEO bf Board 21/3/19** |
| **19/01/10** | **Any other business****10.1 School Improvement Strategy 2019-2022 (Meeting Notes refer)**The Board was informed of the new strategy, developed with input from stakeholders, which will be published for wider consultation prior to Easter. Building on the strength of current work, the strategy will be ‘future-proofed’ for the next 3 years (i.e. beyond the end of the current commission).**10.2. Local Area SEND Inspection (Meeting Notes; Ofsted/Care Quality Commission letter to SCC dated 17 January 2019 and Report issued 25 January 2019; SCC press release/briefing note refer)**The Board received the documents relating to the CQC/Ofsted Inspection, undertaken in November 2018 covering education, health and care provision in the local area. During the discussion the following issues were highlighted –1. the inspection is not graded but a written statement of action is required due to the significant areas of weakness identified in relation to the local area’s practice.
2. Many strengths were acknowledged in the report together with seven recommendations, one of which is education focussed.
3. The report provided a clear focus for building on work and progress made so far, but the need for a multi-agency approach will be essential. Learn Sheffield will participate fully in developing the area-wide response and statement of action, to address the weaknesses identified.

Further details are recorded in a separate confidential minute. |  |
| **19/01/11** | **Future agenda items**EAT contractual arrangements – feedback from meeting – Finance and Audit Committee 27 February 2019Recruitment of a Co-opted Director SCC Partnership Proposal / Commission / development of services – standing item for the BoardAuditor’s Management Letter and Audit Highlights – Finance and Audit Committee 27 February 20192018/19 Budget and monthly cash flow forecasts – standing items for Finance and Audit CommitteeSchool Improvement Strategy – implementation and impact – Board 21 March 2019  |  |
| **19/01/12** | **Schedule of meetings****Wednesday 27 February, 5.00 pm - AGM** (following the Finance and Audit Committee meeting) Thursday 21 March 2019, 4.00 pmThursday 16 May 2019, 4.00 pmThursday 11 July 2019, 4.00 pm. |  |

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