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| Learn Sheffield Board of DirectorsThursday 16 May 2019, 4.00 pm– 6.05 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 (until 5.45 pm) |
| Stephen Betts | Learn Sheffield Chief Executive |
| Chris French | Secondary School sector Director |
| James Henderson | SCC Nominee Director |
| Christopher Holder | Primary School Director |
| Andrew Jones | SCC Interim Head of Primary and Targeted Interventions |
| Antony Hughes | Co-opted Director |
| Angela Lant | Primary School Director |
| Judith Smith | Special School Director |
| Val Struggles | Clerk to the Board |
| Morag Somerville | Strategic Business Lead |
| Mike Westerdale | Secondary School Director |

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| **Minute** |  | **Action** |
| **19/05/01** | **Apologies for Absence**  Apologies were received from Andrew Hartley, FE Sector Director and Darren Tidmarsh, Co-opted Director. |  |
| **19/05/02** | **Chair’s opening remarks**  There were no opening remarks from the Chair. |  |
| **19/05/03** | **Declarations of Interest**  No formal declarations were made. |  |
| **19/05/04** | **Minutes of the previous meeting held on 18 April 2019**  The confidential and non-confidential minutes were approved as an accurate record. The non-confidential minutes will be published on the website. | **Clerk** |
| **19/05/05** | **Matters Arising (Paper 1 Meeting Note and accompanying papers refer)**  1 Minute 19/04/05.2: Recruitment of a fourth co-opted Director  The Chair informed the Board of a recent expression of interest, further details of which are recorded in a separate confidential minute.  2 Minute 19/04/09: Staffing Matters   1. Business and Operations Manager – The closing date for applications is 20 May following which shortlisting will take place to select candidates for final interview on 7 June. Given the significance of the role within the organisation and the postholder’s relationship with the Board, the involvement of a non-Executive Director in the final selection was desirable. Directors will be contacted to ascertain their availability and willingness to participate on the interview panel. 2. Project Co-ordinator for Whole School and Settings Approach to Food and Nutrition – It was reported that 38 expressions of interest were received from which 19 applications were submitted and 6 candidates invited to final interview from a strong field. The successful candidate, Lisa Aldwinckle (who has both an academic and third sector background) has verbally accepted the position.   5.3 Risk Register (circulated)  The version considered by the Finance and Audit Committee on 1 May 2019 (Minute 19/05/05.6 refers) had been circulated for information. Prior to the next Committee meeting (26 June 2019) this will be updated to incorporate risks associated with planned changes to the operating model relating to service delivery. | **Clerk**  **Operations Director bf F&A Cttee 26.6.19** |
| **Strategic Matters** | | |
| **19/05/06** | **Learn Sheffield/SCC Partnership update (Paper 1 - Meeting Notes, Paper 2 – SCC Partnership and Partnership Model refer) – Confidential**  The papers circulated included the latest version of the LS/SCC Partnership Model (updated 14 May following the meeting with SCC on 2 May) together with a supporting paper. In addition the Board received feedback from the meeting on 2 May (attended by the Chief Executive and Chair). The item was co-presented by Andrew Jones, Interim Head of Primary and Targeted Intervention, SCC. The Chief Executive informed Directors that the purpose of discussion was to ascertain their views on a number of fundamental and practical issues (relating to ‘next steps’ and ‘key questions’) as discussed with SCC on 2 May with the aim of the two organisations reaching agreement. Further details of the presentation and discussion are recorded in a separate confidential minute. |  |
| **19/05/07** | **Inclusion Strategy – initial report (Paper 1 - Meeting Notes refer)**  An outline framework for a new model was included in the Meeting Notes. The Strategy document will be presented as a substantive discussion item at the next meeting, as part of the impact assessment (referred to in Minute 19/05/06 above). | **CEO bf Board 11.7.19** |
| **Financial Matters** | | |
| **19/05/08** | **8.1 Confidential minutes of the Finance and Audit Committee meetings held on 1 May 2019 and Matters Arising**  1 Minutes of the meeting  The confidential Minutes of the meeting had been circulated and actions arising were noted, with specific reference to –   1. Minute 19/05/03.1: Response to the Auditor’s Management Letter and Audit Highlights 2. Minute 19/05/04.1: 2018/19 Budget and monthly cash flow forecast (Minute 19/05/08.2 below refers) 3. Minute 19/05/04.2 and Minute 19/05/05.1: School Improvement Team 4. Minute 19/05/0.5.2: Clerks’ terms and conditions 5. Minute 19/05/05.6: Risk Register update (Minute 19/05/05.3 above ) |  |
|  | **8.2 2018/19 – 2020/21 Budget and Monthly cash flow forecast (Paper 3 - Budget Setting and Budget Overview 2018/19-2020/21 report circulated)**    Directors were reminded that the current financial year is the first of the 3 year plan and that the next 2 years (2019/20 and 2020/21) also co-incide with the remaining years of the current commission and school subscription model contracts. The strategic context for the 3 year budget is provided by the 2019/20 Subscription offer (circulated); the draft LS-SCC Partnership Model (circulated); Sheffield School Improvement Strategy; the 2018-2021 cash flow. Details of the issues raised in the presentation and discussion are recorded in a separate confidential minute. |  |
| **Operational Matters** | | |
| **19/05/09** | **Operation of the Committees of the Board**  9.1 Membership of the Finance and Audit Committee and Remuneration Committee (verbal)  i) Finance and Audit Committee - The Board noted that Chris French had resigned from the Committee with immediate effect thereby creating a vacancy for a non-executive Director. Interested Directors were invited to contact the Chair, Vice-Chair or Clerk.  ii) Remuneration Committee – The Board noted that currently there are vacancies on the Committee for 2 non-Executive Directors (including one SCC nominated Director to comply with the requirement of the Articles). The Chair reported that he had approached individuals to ascertain their willingness to serve on the Committee and their responses will be reported to the next meeting.  9.2 Revisions to the Remuneration Committee’s terms of reference (attached)  The Board approved the proposed revisions to the Committee’s terms of reference, which will extend its remit to include the remuneration of other senior postholders, as determined by the Board.  9.3 Remuneration of the CEO (verbal)  The Chair confirmed that at this time there were no proposals for the Board’s consideration. | **Directors**  **Bf Board 11.7.19** |
| **19/05/10** | **Any other business (Paper 1 - Meeting Notes refer)**  **10.1 Festival of Debate**  Details of recent correspondence from the event organisers in response to an issue raised by a member of the public were noted as summarised in the paper. The Board was informed that although Learn Sheffield was not involved in the organisation of the programme or the actual event, it had provided a small amount of financial support.  **10.2 School subscription offer 2019/20 (papers circulated)**  Details of the Year 2 proposed offer, recently circulated to all schools, had been circulated for information. The Board was informed that the current assumption is that the level of engagement by schools will remain static, however steps have been taken to draw the offer to the attention of schools given the imminent deadline for their response (31 May 2019). The level of ‘take-up’ and any financial/budgetary implications will be reported to the next Finance and Audit Committee meeting. | **CEO bf F&A Cttee 26.6.19** |
| **19/05/11** | **Future agenda items**  Updates on the recruitment of a Co-opted Director – July 2019  Update on the recruitment of the Business and Operations Manager – July 2019  LS/SC C Partnership Model / Development of Services – standing item  Inclusion Strategy – initial report deferred to July 2019  Year end Primary Data – July 2019  School Improvement Strategy Review – July 2019  Local Area SEND Inspection – Statement of Action and June Workshop content – July 2019 meeting  2018/19 – 2020/21 Budget and monthly cash flow forecasts – standing item for Finance and Audit Committee  School Improvement Team – Finance and Audit Committee – June 2019 (within the context of the 3 year budget – above)  Risk Register updates – standing item for Finance and Audit Committee  Given the number of substantive items identified, particularly for the next Board meeting, a decision will be taken on the basis of a draft agenda on whether to extend the meeting or convene an additional meeting. | **Clerk,**  **CEO, Chair & Vice Chair** |
| **19/05/12** | **Schedules (paper circulated)**  12.1 Date of next meeting  Thursday 11 July 2019, 4.00 pm (timings to be confirmed)  12.2 Schedule of meetings for 2019/20   1. Finance and Audit Committee   18 September 2019, 20 November 2019, 15 January 2020, 4 March 2020, 29 April 2020, 24 June 2020  All meetings to be held on Wednesday commencing at 3.00 pm for approximately 1.5 hours   1. Board   2 October 2019, 4 December 2019, 29 January 2020 – followed by the AGM, 18 March 2020, 13 May 2020, 8 July 2020  All meetings to be held on Wednesday commencing at 4.00 pm for approximately 2 hours  12.3 Timetable for the election of Directors  Call for nominations – by week commencing 30 September 2019  Deadline for receipt of nominations – Friday 25 October 2019  Ballot papers to be issued (if required) – by Friday 15 November 2019  Ballot papers to be returned – by Monday 2 December 2019  Results to be announced to the Board – Wednesday 4 December 2019  Appointments to be ratified at the AGM – Wednesday 29 January 2020 |  |

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