



Members Annual General Meeting Monday 13 January 2025 at 17:30 Nexus HQ/MS Teams

Members in Attendance		
Rachel Potts	Member/Chair of the Board of Directors	RP
Andy Child MBE	Member (via Teams)	AC
Peter Leach	Member (via Teams)	PL
Seamus Oates CBE	Member (via Teams)	SO
Sue O'Brien	Member	SO'B
Also Present		
Warren Carratt	Chief Executive Officer	CEO
Renata Robins	Governance Clerk (via Teams)	Clerk
Sue Shelley	Vice-Chair of the Board of Directors (via Teams)	SS
Apologies		

OUTSTANDING ACTIONS

Actions		By & Target Date
02/07/24	Item 4.3 – All Trust Members to update their Pen Portraits.	COMPLETED
02/07/24	Item 4.6 – Sharing of Ofsted reports when available with Members.	COMPLETED

MINUTES OF THE MEETING	
1. WELCOME & CONFIRMATION OF THE CHAIR	Actions
<p>1.1. To propose and vote on the Chair for the meeting</p> <p>RP welcomed all to the meeting.</p> <p>RP invited nominations for the position of Chair for the meeting. AC nominated RP and RP was unanimously elected.</p>	
2. APOLOGIES FOR ABSENCE, QUORUM & VOTING PROCESS	
<p>2.1 To receive apologies for absence</p> <p>None.</p>	
<p>2.2 To confirm quorum and voting process</p> <p>The meeting was quorate as 5 out of 5 Members were present. The voting process was agreed as a showing of hands as a vote and majority rule.</p>	
3. ITEMS OF URGENT BUSINESS	
<p>3.1. Chair to determine any items of urgent business to be considered</p> <p>None.</p>	
4. DECLARATION OF INTERESTS	
<p>4.1. Individual Members to declare any personal, business or other governance interests on any item on the agenda</p> <p>None.</p>	
5. MINUTES OF THE LAST MEMBERS MEETING	
<p>5.1. To review the minutes and actions from the meeting held on 2 July 2024</p> <p>The minutes were approved as a correct record of the meeting.</p> <p>CEO confirmed all outstanding actions were completed.</p>	
6. AUDITED ACCOUNTS	
<p>6.1. To receive the annual accounts for 2023-24</p> <p>The CEO appraised Members of the key headlines:</p> <p><u>Financial and Audit Overview</u></p> <p>The Board of Directors approved the accounts on 18 December 2024 after reviewing a draft the previous week. Minimal changes were made, though there had been significant debate with auditors regarding the treatment of upfront payments from local authority partners. After consulting with Director, TH, a solution was agreed upon to accrue income over the relevant periods, which satisfied the auditors.</p> <p><u>Financial Health and Reserves</u></p> <p>The organisation maintained a healthy 12% reserve, ensuring cash flow stability despite occasional deficits in some schools. Challenges with local authority funding persisted, particularly with special schools, due to ongoing political and financial pressures.</p>	

Strategic Use of Reserves

The Board had explored investment opportunities in renewable energy to enhance efficiency and generate future income, though these plans were subject to energy cost fluctuations and unclear government policies. Overall, the Board was confident in the organisation's financial position.

RP agreed with the CEO's assessment of the process and expressed the auditors' gratitude to the finance team for their collaborative efforts and the information they had provided.

SO referenced the initial report and acknowledged the importance of the 12% reserve, which provided a strong financial cushion. However, he was concerned about Hilltop's increased deficit. With the staff restructuring and other measures that were put in place, SO asked if the CEO was expecting these efforts to slow the deficit's growth in the following year and what the medium-term plan looked like?

The CEO reported a year-end surplus of £92k, though a key financial step taken last year was implemented too late to significantly impact the bottom line. It was anticipated that Hilltop's financial health would improve further next year, driven by the completion of The Yorkshire Children's Charity Big Build project, which would expand the school's capacity. Additionally, the Forest View campus would be utilised to accommodate more of the 14-19 cohort, with current enrolment at 180. The Big Build project was expected to provide more space and enable further growth.

SO's second question concerned the management letter, specifically last year's unresolved recommendations. The CEO had explained the actions taken, but SO was curious whether the issue of providing evidence for expense claims was a Trust-wide problem or localised to specific schools or areas within the Trust?

The CEO explained that this related to expenses in schools. Nexus took the decision to request an auditor's recommendation on centralising certain services was deliberate, as it would support schools and provide headteachers with clear justification. Most schools had already adopted centralised financial management, and centralisation was expected to improve compliance with procurement procedures.

AC referred to page 13 of the accounts, which mentioned the procurement of a Trust-wide digital system to track energy usage. Given that the system had been in use for a term, AC asked what data it had generated and what insights it had provided?

The CEO confirmed that the Trust had not yet analysed the data. It would be reported into the Finance & Infrastructure Committee in due course via the work programme but due to the early stage of the Spring term, this had not yet occurred.

AC referred to page 39 and referenced the increase from 11 to 21 in the salary range for people having £60k to £70k salaries, and asked if the near 100% increase due to salary drift?

The CEO explained that the full-year impact of school leaders from new schools joining in 2023-24, along with pay inflation, contributed to the increase. Significant 5.5% pay awards in both 2022-23 and 2023-24 pushed many upper-pay scale teachers with TLR enhancements above the £60K threshold.

AC enquired if, upon reflection, after producing the accounts and summing up, did the CEO believe that the 5% financial contribution was proving to be sufficient?

<p>On the basis of the Central Trust budget, the CEO stated that he felt that the 5% financial contribution was sufficient. The Central Trust provided core services funded by a 5% top slice, with additional services offered at a traded cost. Over nine years, the Trust had clearly defined what the top slice covered and what was optional. The growth of the central asset team was partly funded by the top slice and supported by schools purchasing extra services. The continuation of funding for these services depended on head teachers' satisfaction, which had allowed the Trust to maintain its prioritisation of the 5% top slice.</p> <p>The accounts were received without any further questions.</p>	
<p>7. GOVERNANCE REPORTS</p>	
<p>7.1. Audit & Risk Committee Annual Conclusions Report 2023-24</p> <p>The CEO reminded Members that there was an annual legal requirement to publish and had been received by the Board of Directors at their July meeting. It was Sue Shelley's last report as Chair before she handed it over to Tina Havenhand. The report did not change very much from year to year.</p> <p>AC directed his question to SS and asked over the last academic year, what proved to be the most significant challenge in running the committee?</p> <p>SS responded that, over the previous three years, they had clearly defined the scope of their work and refined the reports they received. They had reached the necessary level of detail to ensure thorough assurance, with the capability to delve deeper if required. However, SS cautioned against complacency. With the systems they had established, they possessed the data needed to guide their actions effectively.</p> <p>Members received and scrutinised the Audit & Risk Committee Annual Conclusions Report 2023-24.</p>	
<p>7.2. Appointment of External Auditors</p> <p>The CEO updated Members that the Board had opted to extend Forrester Boyd's contract with Nexus as their external audit partner for an additional two years, avoiding a retendering process. The audit for the 2023-24 accounts was Year 1 and Year 2 would be in autumn 2025. The decision had been based on the complexity of the Trust's funding model and the progress made with their partners. The CEO noted that Forrester Boyd had developed a deeper understanding of these complexities, particularly in accounting for grant funding, which would have been more challenging with a new audit partner.</p> <p>The CEO expressed confidence in the partnership, highlighting that they had navigated complex discussions productively. While acknowledging the importance of avoiding monopolies, the CEO assured Members that the Trust planned to retender the audit services either in the autumn or the following spring, depending on other strategic developments. Overall, the CEO and the Board had been satisfied with Forrester Boyd's performance and approach, and Members were updated accordingly on the future plans for retendering.</p> <p>Members received the verbal update.</p>	
<p>7.3. Annual Report 2023-24</p> <p>The CEO explained that, as in previous years, the report aimed to connect each school to the Trust's overarching work while summarising the past year's efforts to achieve strategic</p>	

<p>objectives. Serving as a companion to the accounts, it was made available to stakeholders for review.</p> <p>Members collectively congratulated the team, expressing a sense of belonging reflected in the report. They highlighted the Trust's investment in teachers and their wellbeing as powerful, commending the staff engagement survey as an important achievement. The report was praised for demonstrating strategic investment in the workforce, particularly in teacher retention, which research linked to strong leadership and management.</p> <p>Members acknowledged the significant improvements from 2022 data, despite the challenges of integrating new schools into the Trust. The strategic moves to ensure consistent and stable leadership were seen as crucial to these successes. The leadership, including the CEO's contributions, was commended for identifying and addressing weaknesses, ensuring a committed and stable workforce. Overall, the report underscored the Trust's strong position, and Members extended their congratulations.</p> <p>Members received and scrutinised the Annual Report 2023-24.</p>	
<p>7.4. Annual Safeguarding Assurance Statement</p> <p>The CEO stated that while not statutory, the safeguarding statement remained essential. Pete Castleton's final report marked the transition to Phil Bradley, who brought experience in child protection and social care. This transition occurred over the summer.</p> <p>Safeguarding was seen as a strength, though inconsistencies in record-keeping were noted. Legal training was provided to improve this, emphasising effective use of CPOMS. It was highlighted that head teachers took safeguarding seriously, with responsibilities embedded in the Trust's management framework.</p> <p>RP echoed the CEO's remarks, acknowledging that Pete Castleton had been a tough act to follow, but expressed the Board's full confidence in Phil Bradley to take on the role.</p> <p>Members received and scrutinised the Annual Safeguarding Assurance Statement 2023-24.</p>	
<p>7.5. Strategic Business Plan 2024-25</p> <p>The CEO directed Members' attention to the business plan, highlighting that Directors had raised enquiries regarding the latest report during their meeting on 18 December 2024.</p> <p>The plan highlighted two key elements: one non-confidential and one confidential.</p> <p><u>7.5.1. Trust Growth</u></p> <p>The Trust would grow by three additional schools during the academic year, with some expansion possibly extending into the next:</p> <ul style="list-style-type: none"> • Bents Green Special School in Sheffield to join Nexus on 1 April. • Seven Hills Special School in Sheffield to join on a date to be confirmed, anticipated around June or July. • Nottingham City Hospital Home Education Learning Centre to join hopefully on 1 June, which would be renamed upon conversion to a more concise title. Upon conversion, it would become Nexus's first 'Good' AP school, enabling further organic growth in this area. 	

<p>The success of these conversions depended on the timely support of local authority councils.</p> <p>The CEO emphasised that schools remained keen on academising with Nexus and he was closely monitoring the progress of the Wellbeing and Schools Bill through Parliament, particularly its potential impact on special education.</p> <p>7.5.2. - Minuted separately as Confidential Appendix 1.</p> <p><u>Members received and scrutinised the Strategic Business Plan 2024-25.</u></p>	
<p>7.6. Articles of Association</p> <p>No proposed changes. Received for information.</p>	
8. ANY OTHER URGENT BUSINESS	
<p>8.1. To consider any other urgent business agreed by the Chair</p> <p>None.</p>	
9. CONFIDENTIALITY	
<p>9.1. To consider the confidentiality of any items discussed during the meeting</p> <p>Item 7.5.2. minuted separately as Confidential Appendix 1.</p>	
10. DATES OF NEXT MEETINGS	
<ul style="list-style-type: none"> Tuesday 1 July 2025 at 17:30 – 19:00 – Nexus HQ/Teams 	