



**Nexus MAT Board of Directors Meeting
Wednesday 23 July 2025
5.00 pm – 7.30 pm – at Nexus HQ**

Present:	Role:	Initials:
Rachel Potts	Director/Member & Chair of Trust Board of Directors	RP
Sue Shelley	Director & Vice Chair of Trust Board of Directors	SS
Gillian Askew	Director	GA
Colin Bradley	Director	CB
Mark Greenwood (via Teams)	Director	MG
Tina Havenhand	Director	TH
Victoria Morris	Director	VM
Also Present:		
Warren Carratt	Chief Executive Officer	CEO
Joel Hardwick (via Teams)	Assistant CEO – Corporate Affairs	JH
Renata Robins	Governance Clerk	Clerk
Karen Smith	Chief Finance Officer	CFO
Lana Stoyles	Executive Director - Business Transformation	LS
Jacky Tattershall (via Teams)	Assistant CEO – Quality Assurance & Improvement	JT
Apologies:		
Phil Bradley	Director	PB
Naomi Cooper	Director	NC
Ray Palmer	Director	RPa

1. WELCOME & APOLOGIES FOR ABSENCE	ACTIONS
1.1 Welcome & receive apologies for absence Apologies were received for PB, NC and RPa.	
1.2 To accept apologies for absence Apologies were accepted for PB, NC and RPa.	
2. ITEMS FOR AOB	
Chair to determine any items of urgent business to be considered The CEO asked for the following items to be considered under AOB: 2.1 Appointment to the Teachers' Pension Scheme Pension Board. 2.2 Kingfisher Significant Change request. 2.3 Resignation.	
3. DECLARATION OF INTERESTS	
Individual Directors to declare any personal, business/governance interests on any item on the agenda None.	
4. NEXUS MAT BOARD OF DIRECTORS MINUTES	
4.1 To approve the minutes of the following meeting: Trust Board Meeting held on Wednesday 26 June 2025. The minutes were approved as a true and accurate record.	
4.2 Review of Action Tracker <u>Staff Parliament & Trust Pupil Cabinet Meetings</u> SS requested that details of the above meetings be circulated early in the new academic year to provide Directors with sufficient advance notice, should any wish to attend. Action: Clerking Services to circulate dates for the 2025-26 meetings to Directors. <u>Hilltop Big Build Update Report</u> The CEO updated Directors that a £235k shortfall from the Yorkshire Children's Charity has been underwritten to keep the Hilltop rebuilding project on track—still a strong outcome under £500k. Additional funding is being sought. RMBC will fully fund the Kelford modular build, freeing up internal capital that may be reallocated. A detailed update will follow in October. All other items on the Action Tracker were reviewed and updated as appropriate.	Action: Clerking Services Completed

4.3 Matters arising from the Minutes No matters were raised.	
5. ANNUAL SAFEGUARDING ASSURANCE STATEMENT The draft safeguarding statement was shared with the Standards Committee for review and minor amendments last week from PB. While not a statutory requirement, the report is produced annually as a best practice measure to demonstrate transparency. It reflects ongoing safeguarding oversight across academies and highlights the Trust's proactive approach. Although the report avoids excessive detail, serious safeguarding concerns—such as recent MP enquiries—are escalated appropriately to senior leaders to ensure visibility and timely response. Approval to publish the statement was unanimously given by the Board.	
6. A&R COMMITTEE ANNUAL CONCLUSIONS REPORT TH referred to her previously circulated report which had been agreed by the A&R Committee. The CFO had asked for the inclusion of one amendment, namely 5.3 surrounding the technical material risk to the company following on from the possible merger. The Chair asked to be reminded of the timescale, when the external audit was next up for review? The CFO stated that it had been extended by two years in the Autumn of 2023. The Chair asked if it was known what the contract cycle looked like for the external audit review for Ebor? The CFO confirmed that they were in final year of their three-year cycle. They would need to retender for the internal and external audits for next year. GA asked if Ebor were using the same external auditors as Nexus Trust? The CEO stated that Nexus had agreed for Ebor to utilise Forrester Boyd for the account preparation. The report was accepted unanimously by the Board.	
7. 2025-26 BUDGET AND ESFA 3-YEAR BUDGET FORECAST The CFO reported that the paper had been reviewed in detail by the Finance & Infrastructure Committee. It followed a similar format to the previous year, summarising the process undertaken, key consolidated figures, and in-year expenditure. The CFO expressed confidence in the forecast. Directors and Officers held a detailed discussion on the 2025–26 budget and the three-year financial forecast. The Directors approved the Nexus MAT Budget for 2025/26 and budget forecasts for 2026/27 and 2027/28 as outlined in the paper.	

8. MEDIUM TERM FINANCIAL STRATEGY	
Report previously circulated. The strategy had already been scrutinised in detail by the Finance & Infrastructure Committee. The CFO introduced this item, noting that it was a summary document published on the website. It had been updated to ensure all figures aligned with those in the budget papers, with the only additional update being the updated KPI information. Approval to publish the report was unanimously given by the Board.	
9. NEW DIRECTOR APPOINTMENT	
As alluded to in the last TBoD meeting by the CEO, The Chair, SS and the CEO met with James Hutchinson as a potential Nexus Trust Board Director. James is currently Headteacher of Foxwood Special School in Nottinghamshire, and is the Chair of the Management Committee of Notts Hospital and Home Education Learning Centre (NHHELC). James will relinquish that latter role when NHHELC joins the Trust. He has extensive experience as a special school leader, in a locality (Nottinghamshire) that Nexus MAT have served for 3 years but don't currently have any representation of and for, on the Board. The Chair therefore recommended to Directors, that the Board appoint James Hutchinson as a Company Director of Nexus MAT, effective from 1 September 2025. GA enquired as to why Nexus was selected as the organisation to be approached regarding a position on the Board of Directors? The CEO noted that the merger consultation may have raised Nexus MAT's profile, as another individual had recently contacted him via LinkedIn expressing interest in becoming a Trustee. He observed that Nexus MAT appeared to be becoming more attractive to potential candidates CB asked if there were any advisors waiting/being invited on to the Board? The CEO confirmed that there were none and that there would be two current vacancies, increasing to three following VM's departure on 31 August. He noted that James was aware of the proposed merger and the potential intention to reduce the number of Directors to six, aligning with a 12-member Board and a total of 20 board members post-merger. However, no formal discussion had taken place yet. GA asked whether the Board of Trustees was representative of the communities and schools it serves, and what actions should be taken if it was not? She clarified that her question was not related to the appointment of James, which she fully supported. TH noted that the question of diversity from a Board of Trustees perspective had previously been raised during the presentation of the employee survey to the Board Action: The diversity question to be added for discussion on the TBoD Development Day on 24 September.	Action: CEO 24/09/25

Directors agreed that James would be a valuable addition to the Board. The appointment of James Hutchinson to the Board of Directors was unanimously approved by all Directors present. This will now be taken to Members for final approval. Action: CEO to write to Members for final approval, requesting responses by Friday 8 August 2025. CEO will inform the new Director as per protocol.	Action: CEO Completed
10. NEXUS MAT/NEXUS SERVICES GROUP GOVERNANCE & FINANCE DOCUMENTS	
10.1 Supplementary Governance Agreement	
10.2 was included in error and was now incorporated into 10.1 and the agenda and papers had been updated on Governorhub. Item 10.1 was tabled and Directors given 10 minutes to read through the revised document. The CEO confirmed that the legal incorporation documents for the trading subsidiary had been submitted and approved by the Board. The next step was to present the governance agreement, which will enable the subsidiary to become fully operational. The CEO reiterated that the subsidiary was established to manage commercial activities outside the Trust's charitable objects, helping to mitigate tax liabilities and protect academy finances. He noted that Nexus MAT is increasingly recognised as a provider of choice for services with financial and strategic value. The governance framework proposed a supplementary governance agreement—rather than a scheme of delegation—to define the relationship between the Trust Board and the trading subsidiary, aligning with the Trust's existing approach to academy funding agreements. The CEO explained that the governance model would provide strong central oversight by the Trust's executive team, while enabling the trading subsidiary to operate within an agreed business plan. A Managing Director role was proposed, initially to be fulfilled by the Executive Director for Transformation, reporting directly to the CEO. A detailed business plan would be presented to the Board in autumn (likely October or November), outlining the subsidiary's viability and proposed activities. Some commercial work had already commenced, and further ventures were being explored. The CEO assured the Board that the process had been carefully mapped out, with appropriate oversight, restrictions, and operational clarity built into the governance documents Directors and Officers held a very detailed discussion around the legalities surrounding the trading subsidiary.	

The Directors unanimously approved the adoption of the Supplementary Governance Agreement. The Directors unanimously approved the appointments of: • Warren Carratt (Chair and Company Secretary) • Joel Hardwick (Vice Chair) • David Dickinson • Stephen Bates • Deborah Temperton As Directors of Nexus Services Group. The Directors approved the proposal for Lana Stoyles to be recommended as Managing Director, to the Board of Nexus Services Group.	
11. PROCUREMENT PIPELINE	
LS referred Directors to the previously distributed document outlining the revised Procurement Pipeline for 2025–26. Ambitious Scope: The pipeline is considered ambitious, with an estimated total spend ranging between £36.5 million and £50.5 million. Team Capacity: A capable team is now in place to support the delivery of this pipeline. <u>Major Procurement Focus Areas</u> Supply Agency Staffing Solution: This is one of the largest procurement items, with an estimated value between £11 million and £25 million. The Trust is currently providing interim services to schools. Ongoing discussions are taking place with the Department for Education (DfE) and Crown Commercial Service to ensure alignment. A key decision point will be whether schools are willing to join a collective commercial solution or if the Trust proceeds independently. Some concerns were expressed about the level of school engagement. Contract Refreshes: Several existing contracts are approaching their end dates and will require renewal or re-procurement. Catering Services: A significant opportunity for transformation rather than a like-for-like renewal. The aim is to explore innovative approaches and improved value. Smaller Spend Categories: Efforts are being made to consolidate lower-value contracts into categories to maximise procurement efficiency and value. IT Procurement:	

Close collaboration with Abbie Martin and the IT team is underway to assess current usage across the Trust and align procurement strategies accordingly. Directors engaged in a constructive and forward-looking discussion regarding the development and implementation of the procurement pipeline beyond 2025–26. The Directors approved the Procurement Pipeline 2025-26.	
12. MERGER CONSULTATION - THEMES	
The CEO advised that the consultation had closed on Friday and JH had put together a presentation with the highlights for Directors. JH shared the presentation on screen and talked Directors through the highlights. Directors received the presentation for information. Action: To share the PPT presentation with Directors on Merger Consultation Results via Governorhub.	Action: JH 24/07/25
13. ACADEMIES POLICY REVIEW BOARD ACTION LOG 01 07 2025	
The Chair noted there had been an understanding that Kenwood would delay the review of policies and sought clarification on whether this was still in progress and on track? JH confirmed that the Governance Team Manager was actively supporting the process, and Kenwood was continuing to submit policies for review. Received for information.	
14. ANNUAL AUDIT 2024-25 – TRUSTEES QUESTIONNAIRE	
The Annual Audit 2024-25 – The proposal for the Trustees Questionnaire to be completed by the Chair on behalf of the Board was unanimously agreed by Directors.	
14.1 Pre-Audit Questionnaire Received for information.	
14.2 Regularity & Propriety Check Received for information.	
15. ACADEMY TRUST HANDBOOK UPDATES FOR 2025 AND ACCOUNTING OFFICER LETTER	
Received for information.	
16. ANY OTHER URGENT BUSINESS	
16.1 <u>Appointment to the Teachers' Pension Scheme Pension Board</u>	

The Teachers' Pension Scheme Pension Board, a statutory body overseeing scheme governance and assurance, recently advertised a vacancy for an employer representative. The CEO confirmed his appointment to the role following a successful application.

The role is an employer representative position, not a personal appointment, and is linked to the CEO's role at Nexus MAT. The Accounting Officer for the Teachers' Pension Scheme is the DfE's Permanent Secretary, making this a significant and strategic governance body. The role provides valuable opportunities to engage with senior civil servants, which is beneficial for the Trust and the wider sector.

The CEO felt it important to stress that he currently holds two other external roles:

Magistrate and Member of the South Yorkshire Mayoral Combined Authority's Police and Crime Panel (meets quarterly). These roles are currently supported without issue and are reviewed as part of the annual appraisal process (next due in September).

The CEO has committed to:

- formally notifying the Board of the new appointment
- reviewing external commitments during appraisal to ensure capacity remains appropriate
- prioritising the Pension Board role if any concerns arise, and stepping back from one of the other roles if necessary.

Directors endorsed this appointment without reservation.

16.2 Kingfisher (formerly Becton) Significant Change Request

James Gibson sought approval to submit a change request to the EYFS designation to better reflect the arts-based, non-statutory provision at the Children's Hospital. The proposal, which does not impact funding, was supported as low risk, aligned with school values, and beneficial for vulnerable children.

Approval to proceed was granted by the Directors.

16.3 Resignation

The CEO informed the meeting that VM would be stepping down from her role as Director at the end of August 2025. He expressed his gratitude for her valuable contributions as both a Director and Advisor to the Board of Directors, and extended his best wishes for her future endeavours.

The CEO reflected on a successful year, expressing gratitude to the Board of Directors for their ongoing trust and support. They acknowledged the significant amount of work accomplished—both in day-to-day operations and in addressing major emerging challenges. His message closed with appreciation for the past 12 months and warm wishes for a great summer.

The Chair and fellow Directors expressed their sincere thanks to the CEO and the Executive Team.

17. REVIEW OF RISK

To consider any new risks identified during the meeting for referral to Trust Committees None.	
18. CONFIDENTIALITY	
To consider the confidentiality of any items discussed during the meeting None.	
19. DATES OF FUTURE MEETINGS	

Wednesday 24 September 2025	10:00 – 16:00	Directors Development Day
Wednesday 22 October 2025	17:00 – 19:30	Nexus HQ
Wednesday 26 November 2025	17:00 – 19:30	Via Teams
Wednesday 10 December 2025	17:00 – 19:00	Via Teams
Wednesday 17 December 2025	17:00 – 19:30	Nexus HQ
Monday 12 January 2026	17:30 – 19:00	Annual General Meeting - Nexus HQ/via Teams
Wednesday 28 January 2026	17:00 – 19:30	Via Teams
Wednesday 25 February 2026	17:00 – 19:30	Nexus HQ
Wednesday 25 March 2026	17:00 – 19:30	Via Teams
Wednesday 29 April 2026	17:00 – 19:30	Nexus HQ
Wednesday 20 May 2026	17:00 – 19:30	Via Teams
Wednesday 24 June 2026	17:00 – 19:30	Nexus HQ
Wednesday 22 July 2026	17:00 – 19:30	Nexus HQ

Minutes approved.

CHAIR	SIGNATURE	DATE