



**Nexus MAT Board of Directors Meeting
Wednesday 26 November 2025
5.00 pm – 7.30 pm – via MS Teams**

Present:	Role:	Initials:
Rachel Potts	Director/Member & Chair of Trust Board of Directors	Chair
Sue Shelley	Director & Vice Chair of Trust Board of Directors	SS
Gillian Askew	Director	GA
Colin Bradley	Director	CB
Phil Bradley	Director	PB
Naomi Cooper	Director	NC
Mark Greenwood	Director	MG
James Hutchinson	Director	JHu
Ray Palmer	Director	RPa
Also Present:		
Warren Carratt	Chief Executive Officer	CEO
Joel Hardwick	Assistant CEO – Corporate Affairs	JH
Rebecca Horne	Governance Clerk	Clerk
Karen Smith	Chief Finance Officer	CFO
Lana Stoyles	Executive Director Business Transformation	LS
Javid Mahdavi	Advisor	JM
Apologies:		
Tina Havenhand	Director	TH
Jacky Tattershall	Assistant CEO – Quality Assurance & Improvement	JT

1. WELCOME & APOLOGIES FOR ABSENCE	ACTIONS
<p>1.1 Welcome & receive apologies for absence</p> <p>Apologies were received for TH and JT.</p> <p>The Chair opened the meeting and welcomed attendees. She acknowledged the delayed start due to an Ofsted inspection feedback sessions and thanked members for their patience. Introductions were made, particularly to welcome Javid Mahdavi as a new Advisor to the Board.</p>	
<p>1.2 To accept apologies for absence</p> <p>Apologies were accepted for TH and JT.</p>	
2. ITEMS FOR AOB	
<p>Chair to determine any items of urgent business to be considered</p> <p>None.</p>	
3. DECLARATION OF INTERESTS	
<p>Individual Directors to declare any personal, business/governance interests on any item on the agenda</p> <p>None to declare.</p>	
4. NEXUS MAT BOARD OF DIRECTORS MINUTES	
<p>4.1 To approve the minutes of the following meeting:</p> <ul style="list-style-type: none"> Trust Board Meeting held on Wednesday 22 October 2025. <p>The minutes were approved as a true and accurate record.</p>	
<p>4.2 Review of Action Tracker</p> <p>The action tracker was reviewed and updated as appropriate.</p> <p>The Procurement Policy update was confirmed for December's board meeting and will be added to the agenda. Action: LS to bring to December Board Meeting. Clerking Services to add to the agenda.</p>	<p>Action: LS/ Clerking Services 17/12/25</p>
<p>4.3 Matters arising from the Minutes</p> <p>No matters arising were reported.</p>	
5. Interim Strategic Plan	

<p>The CEO presented the Interim Strategic Plan, explaining that, due to the pending merger, the strategic plan has been extended with minimal changes and rebranded as an interim plan through 2027. The Board agreed that this represented a pragmatic approach and approved the plan.</p> <p>Directors voted unanimously to approve the new strategic plan.</p>	
<p>6. Hilltop Big Build – Walk Through</p>	
<p>LS provided a comprehensive update on the Hilltop redevelopment project and shared a video showcasing the completed Phase 1 works. Phase 1 was completed on time and to a high standard, largely due to pro-bono contributions from Henry Boot and the supply chain.</p> <p>To maintain project momentum, the Board was informed that the CEO has agreed in principle an additional £490,000 commitment for Phases 2 and 3, primarily for steel and materials. The CFO confirmed this brings Nexus's total contribution to over £1.1 million, including a 25% contingency.</p> <p>LS added that the new contracts for Phases 2 and 3 include stronger risk mitigation ensuring the main contractor bears residual risk and that Nexus's liability is capped at the committed amount.</p> <p>Board members raised questions regarding the origins of the additional costs, the potential for further liabilities and the contractual protections in place. LS clarified that the full extent of Nexus's financial exposure was not known at the outset; however, lessons have been learned and the contracts now specify that the main contractor is responsible for overruns, with a contingency provision included.</p> <p>Enquiries were made regarding Department for Education (DfE) oversight and insurance arrangements. LS and JH explained that the DfE does not oversee this project, as it does not fund special school rebuilds of this scale, and that separate insurance has been arranged due to the project's size. The Board discussed the suitability of the building and the rationale for self-funding.</p> <p>RP confirmed Board support for the additional £490,000 commitment with no objections raised. The CEO clarified that although the decision was within delegated authority, it was important to minute Board awareness.</p> <p>RP thanked the project team and Henry Boot for making this project happen.</p> <p>Directors approved the additional funding as requested to complete the project</p>	
<p>7. Nexus Services Group Ltd Business Plan</p>	
<p>LS and the CFO presented the Nexus Services Group (NSG) Supply Bank Business Plan, which includes the receipt of a £140,000 DfE Pathfinder Grant. A request for a £200,000 shareholder loan from Nexus was made to fund mobilisation. Governance arrangements were discussed, including amendments to prohibit remuneration and the commissioning of external pensions advice.</p>	

<p>LS explained that NSG aims to provide a neutral, MAT-owned supply bank for contingent staff, differentiating itself from agency-led or free-based models. The DfE has awarded a £140,000 Pathfinder Grant to support the pilot, covering setup, legal, and operational costs, while the requested £200,000 shareholder loan will fund mobilisation and permanent infrastructure.</p> <p>Members raised concerns regarding pension liabilities, particularly for support and teaching staff. The CFO clarified that support staff will be enrolled in a defined contribution NEST pension, which carries minimal long-term liability, while teacher pension arrangements are more complex and are under review with the DfE and union input. The Board agreed to commission external pensions advice to ensure appropriate due diligence. Action – CFO to commission external pensions advice to provide Directors with objective assurance regarding pension liabilities for NSG and report back to Board.</p> <p>The CEO provided details on the governance structure, reminding the Board that NSG is a subsidiary with its own Board of Directors, while the MAT retains shareholder control and key prerogatives. The Board discussed the need to amend the Articles to prohibit director remuneration and confirmed that related-party transactions with the MAT will be managed transparently and in consultation with the DfE.</p> <p>PB and RP raised questions in relation to compliance checks and HR support.</p> <p>LS confirmed that NSG will build capacity for robust compliance, aligned with MAT standards, and will adopt a hybrid model for HR and payroll support, scaling up as the supply bank grows. The Board discussed the need for clear costing and the flexibility provided by the Pathfinder Grant.</p> <p>The CEO and LS explained that NSG aims to reduce agency spending, currently £2.3 million per year, by offering lower commission rates and retaining value within the sector. LS and CEO to update the NSG articles to prohibit Director remuneration and report back to the December Board meeting, seeking further legal advice if necessary.</p> <p>The Board approved the shareholder loan and endorsed NSG’s strategic direction.</p>	<p>Action: CFO 17/12/25</p> <p>Action: LS/CEO 17/12/25</p>
<p>8. Exclusion Review</p>	
<p>JH sought Board approval to handle a Kenwood Academy exclusion complaint under the Exclusions and Suspensions Policy rather than the Complaints Policy. The Board supported this approach.</p>	
<p>9. Any Other Urgent Business</p>	
<p>JH provided the Board with an update on the Kenwood de-amalgamation. He explained that the Department for Education requires the lease to be transferred to the model pro forma and the implementation date to be revised to 1 April 2026. This</p>	

<p>adjustment is necessary due to the involvement of two Local Authorities and the need to ensure appropriate accounting treatment.</p> <p>JH further noted that the delay increases the likelihood that Kenwood and West Riding could be inspected under the new Ofsted framework prior to the completion of the de-amalgamation. The Board acknowledged this.</p> <p>The CEO provided feedback on the recent Willows Ofsted inspection.</p> <p>With further questions and observations from Directors, it was noted that the framework is designed for mainstream schools making some criteria less applicable to special schools.</p> <p>The Board discussed the tension between curriculum development, inspection timing, the need to support less experienced Headteachers and the importance of providing feedback to Ofsted about the framework's limitations. The CEO will communicate these concerns to Ofsted Leadership. Action – CEO to communicate concerns with Ofsted Leadership.</p>	<p>Action: CEO 17/12/25</p>
10. CONFIDENTIALITY	
<p>The CEO provided an update to the Board regarding the merger, which has been minuted separately as Confidential Appendix 1.</p>	
11. DATES OF FUTURE MEETINGS	

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
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