Members Annual General Meeting
Tuesday 13 January 2026 at 17:30
Nexus HQ Enterprise Works/MS Teams

Members in attendance	**Role**	**Initials**
Andy Child MBE	Member	AC
Peter Leach	Member	PL
Rachel Potts	Member/Chair of the Board of Directors	RP
Sue O'Brien	Member	SO'B
Also Present		
Warren Carratt	Chief Executive Officer	CEO
Rebecca Horne	Governance Clerk	Clerk
Sue Shelley	Vice-Chair of the Board of Directors	SS
Apologies		
Seamus Oates CBE	Member	SO

OUTSTANDING ACTIONS

	Actions	**By & Target Date**
	No actions recorded.	

MINUTES OF THE MEETING	
1. WELCOME AND CONFIRMATION OF THE CHAIR	**Actions**
1.1 To propose and vote on the chair for the meeting It was proposed that RP, in her capacity as Chair of the Board of Trustees, should chair the AGM. The proposal was unanimously supported by Members.	
2. APOLOGIES FOR ABSENCE, QUORUM & VOTING PROCESS	
2.1 To receive apologies for absence Apologies for absence were received from SO. 2.2 To confirm quorum and voting process RP confirmed the meeting was quorate, allowing the meeting to proceed.	
3. ITEMS OF URGENT BUSINESS	
3.1 Chair to determine any items of urgent business to be considered None.	
4. DECLARATION OF INTERESTS	
4.1 Individual Members to declare any personal, business or other governance interests on any item on the agenda None.	
5. MINUTES OF THE LAST MEMBERS MEETING	
5.1 To review minutes and actions from the previous meeting on 2 July 2025 The minutes were agreed as a true and accurate record of the meeting. The CEO confirmed that all outstanding actions were completed. Members agreed.	
6. AUDITED ACCOUNTS	
6.1 To receive the annual accounts for 2024-25 The CEO presented the audited accounts and management letter, noting that although the documents are technical, the key points were that the audit progressed smoothly, the finance team provided timely and high quality information and all audit deadlines were met. The auditors used standard sampling methods and carried out additional testing where necessary. The accounts reflected a 32% increase in income due to new schools joining, with no material payroll issues and increases in costs attributed to trust growth and inflation.	

The CEO highlighted two audit recommendations, timely purchase order authorisation and improved segregation of duties for expense claims. The Trust is addressing these through committee oversight, benchmarking and policy and procedure improvements, with further recommendations to be developed by the Chief Finance Officer. The Audit & Risk Committee and the Finance & Infrastructure Committee will each review the actions to ensure a consistent approach. A segregation-of-duties point was identified for expense claims. Internal audit work had detected a small number of instances in which Headteachers had, in effect, approved their own expenses due to a misunderstanding of delegated authority. The CEO explained that no fraud or impropriety was identified. Nevertheless, the process has been tightened so that line-manager authorisation is mandatory before payroll can process expenses, thereby removing the technical loophole. **AC queried the financial implications of a merger with Ebor Academy Trust.** The CEO explained that, while Ebor does not hold substantial reserves, it is forecasting financial viability. He confirmed that the Board remains supportive of the merger direction, with further discussions scheduled for Board in January and February, and that, subject to continued Board approval, an application could be submitted to the DfE Regional Director by March.	
7. GOVERNANCE REPORTS	
7.1 Audit & Risk Committee Annual Conclusions Report 2024-25 The CEO summarised the Audit and Risk Committee's annual conclusions report, noting the change in merger direction, with Ebor now proposed to join Nexus, and outlining the associated financial and legal complexities. **AC observed that the report did not reference the need to establish a new panel of members post-merger.** The CEO confirmed that this would be addressed once the merger direction is finalised, taking into account diocesan requirements and the need for member re-appointments. 7.2 Extension of External Auditor contract The CEO informed members that the external audit contract with Forrester Boyd will be extended for the current academic year due to merger-related uncertainties and noted that the Board has approved this extension. Members agreed with and noted the position. 7.3 Annual Report – 2024-25 The CEO presented the Annual Report. He highlighted the successful completion of Phase 1 of the Hilltop redevelopment, noting that substantial areas had been stripped back to the external walls and remodelled and that Phases 2 and 3 were committed. A celebration event is envisaged upon completion to recognise the contribution and resilience of staff, pupils and families.	

The CEO further reported that Nexus MAT had been funded by the DfE to act as a Pathfinder for a public-sector-owned supply agency model (£130,000), led by the Executive Director for Business Transformation, and he summarised workforce developments and leadership transitions across schools. **SO'B asked, how the Trust intended to raise and sustain national profile and influence.** The CEO outlined that a marketing and communications lead supports activity with a current focus on the recruitment and supply pathfinder project. He felt that specialist trusts can be under-recognised in national forums and that the proposed merger would further elevate the profile of the Trust. He confirmed his ongoing engagement with national bodies and forums, including CST policy advisory group, discussions with Ofsted's senior leadership and evidence-based commentary in the sector press and broadcast media. The Annual Report was received and noted by Members. 7.4 Annual Safeguarding Assurance Statement – 2024-25 The CEO presented the annual Safeguarding Assurance Statement, noting that all schools inspected in the last academic year were judged to have effective safeguarding, with The Willows School receiving a positive outcome in November. PL highlighted the outstanding level of support provided and the strength of the Trust's central safeguarding functions. RP shared feedback from a recent visit to Nottingham HOPE Academy, where the Headteacher commended on the support received from the Nexus Central Team in safeguarding and quality assurance. 7.5 Strategic Business Plan 2024-25 **–** Update Reports year to date The CEO updated Members on Trust configuration, pipeline activity and transformation projects. He reported that the Trust currently operates 19 academies, with projected growth to 23–25 schools. Seven Hills is due to convert on either 1 February or 1 March 2026, subject to final Commercial Transfer Agreement amendments required by Sheffield City Council. The CEO reported delays to the Hallamshire Independent School project due to outstanding planning consent, resulting in withdrawal and resubmission of the pre-opening application, with inspection expected after Easter. Sixteen pupils are being supported under Section 19 arrangements, and a contingency site has been explored. The CEO confirmed the planned de-amalgamation of West Riding from Kenwood on 1 April 2026 and progress with Stubbin Wood's sponsorship, with the Trust due to undertake due diligence. Interest from other schools was noted, including Archdale, The Levett and Maple Medical PRU.	

The CEO added that Doncaster Council requires around 146 additional specialist places, and the Trust is exploring an independent school to meet demand. Appendix A in the report summarises transformation programmes across education, operations, IT, workforce and estates. **AC requested clarification regarding the Enterprise Learning Institute.** The CEO explained that Enterprise Learning Institute is the Trust's branded CPD/training offer designed to enable external engagement. He acknowledged that take-up had been below expectations, likely due to budget constraints in partners schools and the growth of in-house CPD within trusts. He confirmed that a formal review of the model was underway. 7.6 Articles of Association The CEO confirmed that there were no proposed changes to the Articles of Association. RP noted this was on the agenda for information only.	
8. ANY OTHER URGENT BUSINESS	
8.1 To consider any other urgent business agreed by the Chair SO'B informed members that she would be leaving Sheffield Hallam University in March 2026 to take up the role of Head of the School of Education at the University of Chester. The Chair and CEO confirmed that she may continue to serve as a member. The meeting offered congratulations and good wishes.	
9. CONFIDENTIALITY	
9.1 To consider the confidentiality of any items discussed during the meeting None.	
10. DATE OF NEXT MEETING	

Tuesday 30 June 2026	17:30 – 19:00	Nexus HQ/Teams