



Nexus MAT Board of Directors Meeting
Wednesday 25 February 2026
5.00 pm – 7.30 pm at Nexus HQ

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
Tina Havenhand	Director	TH
James Hutchinson	Director	JHu
Ray Palmer	Director	RPa
Also Present:		
Warren Carratt	Chief Executive Officer	CEO
Joel Hardwick	Executive Director – Corporate Affairs	JH
Rebecca Horne	Governance Clerk	Clerk
Javid Mahdavi	Advisor	JM
Karen Smith	Chief Finance Officer	CFO
Apologies:		

1. WELCOME & APOLOGIES FOR ABSENCE	ACTIONS
1.1 Welcome & receive apologies for absence None.	
1.2 To accept apologies for absence None.	
2. ITEMS FOR AOB	
Chair to determine any items of urgent business to be considered. The Board agreed to add the following items under AOB: <ol style="list-style-type: none"> 1. Approval to submit a Related Party Transaction (RPT) application for Nexus Services Group (NSG). 2. An overview of the newly published SEND & AP White Paper and its implications for Nexus MAT. 	
3. DECLARATION OF INTERESTS	
Individual Directors to declare any personal, business/governance interests on any item on the agenda. TH noted for transparency that her firm, MGRW, acts as registered auditors for Stone Soup Learns (she is not the engagement partner), which the CEO is not the accounting officer of. CB is also a Member of Stone Soup Learns. JH will leave the meeting for item 11.	
4. NEXUS MAT BOARD OF DIRECTORS MINUTES	
4.1 To approve the minutes of the following meeting: <ul style="list-style-type: none"> • Trust Board Meeting held on Wednesday 28 January 2026. The minutes were approved as a true and accurate record.	
4.2 Review of Action Tracker The action tracker was reviewed and updated as appropriate with all actions complete.	
4.3 Matters arising from the Minutes No matters arising were reported.	
5. EBOR/MERGER DIRECTION	
The CEO provided an in-depth recap of the merger pathway. Following previous discussions, the Department for Education (DfE) has indicated a strong preference	

for Ebor to serve as the receiving Trust, aiming to reduce complexity and costs, particularly in relation to PFI conversions and diocesan transfers. The CEO reiterated that transferring Nexus MAT schools into Ebor would likely avoid £200–£300k of additional costs and align with DfE value for money expectations. Directors were reminded that due diligence will continue throughout the extended merger timeline, and that the Trust retains the right to pause the process should material concerns arise.

PB asked: is Ebor’s financial position improving, and is there evidence to support stability ahead of the merger?

The CEO explained Ebor’s current forecasts remain precarious; however, the position may improve through prospective new convertor schools with healthy reserves. The DfE has received Ebor’s filed accounts and have raised no issues in recent meetings.

RPa asked: what is a realistic merger timescale?

The CEO felt, based on DfE capacity and project scale, the earliest feasible date is September 2027, and even that may be optimistic.

GA asked: can we secure continued due diligence and assurance through the transition?

The CEO confirmed that a process for ongoing due diligence has been agreed with the Merger Advisory Group to monitor both Trust’s financial and operational data throughout the period up to the merger.

The Board unanimously approved the CEO’s recommendation that Nexus MAT transfers its schools into Ebor in the merger.

The CEO updated the Board on planning assumptions for post-merger governance arrangements. Some Directors indicated a willingness to serve on the merged Board, while others signalled that they would prefer to step down at the point of merger.

GA confirmed that she will step down at the end of this academic year (July 2026). The Board noted its appreciation for her contribution, with formal thanks to be recorded at the July meeting.

The vacancy for the Merger Advisory Group (MAG) created by GA’s forthcoming departure was discussed. RPa requested that meeting dates be circulated to enable volunteers to confirm availability. **Action: CEO to circulate MAG meeting schedule and invite expressions of interest from Directors.**

**Action:
CEO
25/03/26**

6. ANNUAL STRATEGIC BUSINESS PLAN UPDATE REPORT

The CEO picked out the following highlights from his report:

1. Sponsorship of Stubbin Wood and Willow Park from T.E.A.M Education Trust, with the DfE proposing to name Nexus MAT as sponsor in papers due 8 March, subject to due diligence.
2. Newman School – concerns regarding the impact on T.E.A.M’s reserves and the fairness of any final balance split.

<p>3. CEO support for Stone Soup Learns. 4. Consideration of a potential academisation approach from another Hospital School in the south of England.</p> <p>The CEO also reported that Rotherham LA had directed six placements into Sheffield and Doncaster schools without prior agreement. A formal letter was sent to the DCS, setting out Nexus MAT's position and potential legal remedies, with neighbouring LAs copied in for awareness.</p> <p>RP asked: will relationships with Local Authorities stall as a result of the new White Paper?</p> <p>The CEO explained that he expects constructive relationships with Local Authorities to continue; however, there are evident pressures and mixed signals, such as Rotherham LA's unilateral placements. Nexus MAT will continue to engage proactively and transparently with all Local Authorities to maintain strong working relationships but will also challenge where powers are abused.</p>	
<p>7. NEXUS SERVICES GROUP – BUSINESS PLAN UPDATE</p>	
<p>LS provided an update to the Board that the re-design of the workforce bank has been completed, and compliance onboarding timelines are being integrated into the operating plan. A 40-day payroll implementation is required. Subject to Related Party Transaction (RPT) approval, the operational launch of Nexus Services Group (NSG) is targeted for April 2026.</p>	
<p>8. SCHOOLS PERFORMANCE DASHBOARD</p>	
<p>The CEO overviewed the re-formatted schools performance dashboard, which is now aligned to the new Ofsted framework but noting that it extends beyond Ofsted requirements to cover statutory board accountabilities. Cautious self evaluation by several school Heads reflects uncertainty around grade boundaries in the new framework; however, central moderation has uplifted some judgments based on evidence.</p> <ul style="list-style-type: none"> • Nottingham HOPE Academy: As a newly joined school, self-evaluation is prudent but likely conservative; further quality assurance is planned to ensure accuracy of judgments. • Lotus Academy: The school continues to present red indicators, driven by leadership instability and a complex SEMH cohort. Despite investment, curriculum implementation has been hindered by leadership absence. The CEO remains confident that, with stabilised leadership and focused curriculum delivery, indicators can move to "Needs Attention" by the next inspection point. <p>CB asked: can the Board direct additional resource, either environmental or curriculum, to support Lotus School given the current picture?</p> <p>The CEO confirmed that a prioritised environmental improvement programme is being scheduled with the regional executive director and the executive direction for business transformation, alongside strengthened curriculum leadership and targeted support to secure behaviour and engagement.</p>	

<p>JH reported that engagement with e-Sports activities was excellent, with 100% attendance and strong participation from all students involved.</p> <p>CB queried why exclusions at Lotus and Endeavour are high and asked: are we confident that processes are appropriate and proportionate?</p> <p>The CEO explained that exclusions are used proportionately and consistently. The current pupil profile is influenced by historic placement patterns and Local Authority commissioning decisions. Strengthening curriculum and leadership will reduce the need for suspensions.</p> <p>JHu asked: is there a pattern between cohort type (e.g., SEMH) and exclusions/behaviour trends across schools?</p> <p>The CEO confirmed that schools with higher SEMH complexity (e.g., Endeavour and Lotus) demonstrate higher incident rates. However, where curriculum integrity and leadership stability are stronger (e.g., Endeavour), improvements are more evident.</p> <p>SS queried the Dashboard staff sickness indicator: does it reflect volume or handling?</p> <p>The CEO explained the indicator primarily reflects volume, benchmarked via the termly sickness report to the Standards Committee. Moderation ensures alignment across schools, with contextual commentary provided for any variances. Action: CEO to provide a focused Lotus improvement report (what has worked/has not, and next steps) to be presented to the summer Standards Committee Board meeting. Action: Clerk to add to the summer Standards Committee agenda.</p>	<p>Action: CEO 25/03/26</p> <p>Action: Clerk 26/02/26 Completed</p>
<p>8.1 Academies Dashboard Summary Report</p> <p>This was discussed under item 8.</p>	
<p>8.2 Academies Intervention Report</p> <p>This was discussed under item 8.</p>	
<p>9. BUDGET MONITORING REPORT</p>	
<p>The CFO presented the December forecasts, showing a Trust wide surplus of £886k, an improvement of £372k compared with the prior month. While this remains below the original budget surplus, forecast closing reserves are healthy at approximately 11.4% of annual income. Capital carry forward is forecast at £350k. A new reserves movement schedule was introduced, setting out start of year positions, consolidated transfers and school fund and bursary balances.</p> <p>PB asked, in relation to Bent's Green, which shows a year-to-date deficit across two sites, how is this trending?</p> <p>The CFO explained that the position is improving month on month due to staffing changes and increasing pupil numbers. The large historic deficit was known at conversion, and the financial trajectory is positive.</p>	

10. POLICY UPDATE REPORT	
<p>The CEO presented the report and two full policy documents for consideration:</p> <ol style="list-style-type: none"> 1. Premises Management Policy - consolidated Trust wide, with minor drafting improvements for clarity. 2. Debt Recovery Policy - clarifies escalation steps for parental debts and strengthens central oversight. <p>SS asked, regarding item 5.3 of the Debt Recovery Policy: how are thresholds and reasonableness determined, and does the process apply to staff debts?</p> <p>The CEO explained that identification of overdue parental debt will be tightened through business partner reviews and central monitoring. Staff debts follow contractual processes and are managed separately.</p> <p>All changes to policies were unanimously approved by the Board.</p>	
<p>10.1 Debt Recovery Policy</p> <p>As included in the above.</p>	
<p>10.2 Premises Management Policy</p> <p>As included in the above.</p>	
11. APPOINTMENT OF NEW DIRECTOR	
<p>JH had left the meeting for this item.</p> <p>The Board approved the appointment of Javid Mahdavi as a Director. Members will be consulted, with a deadline of 6 March 2026 to respond, with the appointment otherwise becoming effective from 9 March 2026.</p>	
12. ANY OTHER URGENT BUSINESS	
<p>Related Party Transaction (RPT) – Nexus Services Group</p> <p>The CFO and LS outlined the requirement to seek DfE approval for Related Party Transactions (RPTs) once Nexus Services Group (NSG) begins employing bank staff and invoicing Nexus schools.</p> <p>The approval threshold of £40k will be exceeded, with an indicative volume of approximately £2.7m over 18 months. The key challenge is reconciling the DfE’s “at cost” rule for related parties with NSG’s need for an operating surplus to support payroll stability, cash flow and growth.</p> <p>GA asked: what are the consequences if we proceed without RPT approval?</p>	

<p>The CEO explained, proceeding without approval could lead to DfE sanction. As a Pathfinder, we will document constraints transparently and work with DfE officials to reconcile policy intent with RPT rules.</p> <p>The Board unanimously approved submission of the RPT application for NSG.</p> <p>Actions: LS and CFO to finalise and submit the RPT case with value-for-money evidence, for the CEO to submit. TH to speak with the CFO to share non-engagement observations on accounting treatment.</p> <p>White Paper The CEO provided an analytical overview of the White Paper, noting that many proposals lack legislative clarity and are unlikely to be implemented before 2029.</p> <p>Capital plans for SEND were considered insufficient in the context of rising complexity and demand.</p> <p>JHu asked: would Individual Support Plans (ISPs) require amendments or repeal of parts of the Children and Families Act before implementation?</p> <p>The CEO confirmed that, without legislative change, parental rights and tribunal routes remain in place, limiting the practical adoption of ISPs before 2029.</p> <p>PB asked: will the additional review point at Key Stage 2 slow processes and increase anxiety for families?</p> <p>The CEO responded that this additional barrier at Key Stage 2 could potentially slow processes and increase anxiety for families, adding complexity unless matched with early years interventions and adequate resourcing. Annual reviews already exist and are most active in Year 6.</p>	<p>Actions: LS/CFO/TH 25/03/26</p>
<p>13. REVIEW OF RISK</p>	
<p>To consider any new risks identified during the meeting for referral to Trust Committees.</p> <p>None.</p>	
<p>14. CONFIDENTIALITY</p>	
<p>To consider the confidentiality of any items discussed during the meeting.</p> <p>None.</p>	
<p>DATES OF FUTURE MEETINGS</p>	

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