



Nexus MAT Board of Directors Meeting
Wednesday 25 March 2026
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
Phil Bradley	Director	PB
Mark Greenwood	Director	MG
Tina Havenhand	Director	TH
Ray Palmer	Director	RPa
Javid Mahdavi	Director	JM
Also Present:		
Warren Carratt	Chief Executive Officer	CEO
Joel Hardwick	Executive Director – Corporate Affairs	JH
Rebecca Horne	Governance Clerk	Clerk
Karen Smith	Chief Finance Officer	CFO
Lana Stoyles	Executive Director – Business Transformation	LS
Apologies:		
Colin Bradley	Director	CB
Naomi Cooper	Director	NC
James Hutchinson	Director	JH

1. WELCOME & APOLOGIES FOR ABSENCE	ACTIONS
<p>1.1 Welcome & receive apologies for absence</p> <p>Apologies were received from CB, NC and JHu.</p>	
<p>1.2 To accept apologies for absence</p> <p>Apologies were accepted from CB, NC and JHu.</p>	
<p>2. ITEMS FOR AOB</p>	
<p>Chair to determine any items of urgent business to be considered.</p> <p>Ebor Academy Trust External Audit tendering process – CFO.</p>	
<p>3. DECLARATION OF INTERESTS</p>	
<p>Individual Directors to declare any personal, business/governance interests on any item on the agenda.</p> <p>JM declared a conflict of interest for Item 8 due to operating a company in the same sphere as the item under discussion. The CEO clarified that the conflict was not personal but required withdrawal to avoid liability relating to market sensitive information. JM agreed to withdraw from the meeting for Item 8 on the agenda, which was agreed to be taken as the final agenda item.</p>	
<p>4. NEXUS MAT BOARD OF DIRECTORS MINUTES</p>	
<p>4.1 To approve the minutes of the following meeting:</p> <ul style="list-style-type: none"> Trust Board Meeting held on Wednesday 25 February 2026. <p>The minutes were approved as a true and accurate record.</p> <p>At the request of SS, the CEO provided an update on the issue of Rotherham Council directing placements into Sheffield and Doncaster schools without agreement. A pre-formal notification had been issued to the Director of Children’s Services (DCS), signaling the Trust’s intention to consider a Section 496 referral. The response received came from the Head of SEND, who had made the initial decision, and therefore could not provide the required independent review. The CEO has therefore escalated the matter to Stone King solicitors for referral to the Department for Education, and has written to the Council’s DCS to confirm this and outline his concerns about the response. Directors supported the escalation.</p> <p>SS asked, why did Rotherham respond through the Head of SEND?</p> <p>The CEO stated this demonstrated a failure to provide independent oversight, and that he cannot otherwise see a reasonable explanation for why this was deemed appropriate.</p> <p>SS queried what happens next?</p>	

<p>The CEO explained that Stone King will refer the matter formally to the Department for Education.</p> <p>Action: CEO to continue escalation and update the Board.</p> <p>Ebor Merger Application The CEO reported that the DfE had replaced the paper application form with a new online system requiring re-entry of information. Due to time constraints and account setup delays, Gail Brown from Ebor submitted the form directly, having co-written it with the CEO. The data is procedural and not binding. A copy will be shared with the Merger Advisory Group.</p> <p>Advisory Group Composition The CEO explained JM and NC volunteered for the Merger Advisory Committee, with NC selected due to her longer involvement in merger discussions. JM was thanked for his willingness to participate.</p> <p>The CEO explained that JM had self-nominated as a candidate for Chair for the Finance and Infrastructure Committee for the next academic year following GA's planned departure. The board will address this appointment in due course, ensuring continuity in committee leadership. The CEO thanks JM for this expression of interest.</p>	<p>Action: CEO 29/04/26</p>
<p>4.2 Review of Action Tracker</p> <p>The action tracker was reviewed and updated as appropriate with all actions complete.</p> <p>The CFO confirmed that the related party transaction work had been completed following her meeting with TH. Further work on cash flow solutions was also identified.</p>	
<p>4.3 Matters arising from the Minutes</p> <p>No matters arising were reported.</p>	
<p>5. DONCASTER INDEPENDENT SPECIAL SCHOOL PROPOSAL</p>	
<p>The proposal was presented jointly by CEO, LS and JH.</p> <p>The CEO explained that Doncaster Council faces a severe sufficiency challenge for September 2026, requiring between 140 and 160 new specialist places. He noted that existing Nexus MAT school sites had no remaining capacity to expand, and failure to secure alternative options would lead to overcrowded and under resourced schools.</p> <p>LS reported that early discussions with the LA assumed Nexus MAT could "create space" on its existing sites. However, recent condition surveys confirmed this was not possible. One suitable site had been identified, a community facility with previous educational use. The estimated capital investment required would be between £1m and £1.5m, covering condition improvements and adaptations necessary for specialist provision. Doncaster Council Officers had indicated preference for providing funding upfront.</p>	

JH and LS explained that an Independent School application to DfE could be submitted once the LA issued formal confirmation regarding the lease. JH confirmed the application is non-binding and could be withdrawn if circumstances change. Ofsted’s pre-opening inspection would provide an additional quality check.

PB asked, who carries the financial risk if the school does not open?

The CEO explained that while Nexus MAT carries the risk, it is mitigated by the LA’s guaranteed need and commitment. He added that the site would be leased on a peppercorn basis and could potentially be repurposed as a satellite, otherwise.

JM asked, can we ensure a break clause is added to the lease?

LS confirmed that legal advice supports inclusion of a break clause and that it would be incorporated in the Heads of Terms.

SS asked whether the proposal risked encountering a scenario similar to Hallamshire, where the Ofsted pre-opening inspection highlighted issues with fencing.

LS assured Directors that the identified site posed a far lower risk, as it did not require change of use and condition reports were significantly more favourable.

RP asked what type of pupil cohort will likely be placed there?

The CEO explained that the LA had not yet defined the cohort profile but noted that Doncaster Council officers are working with Venn Academy Trust to develop SEMH hubs, reducing the risk of inappropriate placements as seen in the early days of Bader Academy.

RPa asked whether the capital estimate had been independently validated?

LS confirmed that the estimate incorporated the necessary educational and structural requirements and would be subject to further validation.

Directors unanimously approved submission of the DfE application.

Action: JH and LS to submit proposal following lease confirmation.

**Action:
LS/JH
29/04/26**

6. DUE DILIGENCE – STUBBIN WOOD SCHOOL

The due diligence reports for both Stubbin Wood and Willow Park were presented by the CEO.

Both schools, currently part of the same MAT, had been identified by the DfE for rebrokerage into Nexus MAT. Due diligence indicated both were suitable and viable.

Stubbin Wood

The CEO explained that Stubbin Wood is located in Derbyshire, with an additional satellite in Mansfield created previously with Nottinghamshire County Council. The CEO outlined that the school would be financially stable once properly funded by the

<p>Trust. He proposed adopting an Executive Director line management model similar to that used at Fountaindale.</p> <p>Willow Park Willow Park presented more potential risk than Stubbin Wood, particularly in curriculum consistency and certain operational matters. However, the building condition was strong. The CEO noted that Sheffield Councils officers had indicated a willingness to provide additional financial support to accompany rebrokerage if required.</p> <p>Questions were raised by Directors.</p> <p>PB asked whether buildings were the main issue at Willow Park?</p> <p>LS clarified that buildings were in good condition and the risks were manageable.</p> <p>RP queried the mention of boundary issues.</p> <p>LS confirmed that legal review during conversion would address these.</p> <p>SS asked, why is Derbyshire involved if there is a Mansfield site?</p> <p>The CEO clarified that the main school is in Derbyshire; the Mansfield site was added recently and will likely move to Beech Academy.</p> <p>JM asked about technology infrastructure readiness?</p> <p>LS and the CEO explained that operational review had already begun and a full assessment would be prepared as part of the conversion process.</p> <p>RPa asked who would fund major capital if needed?</p> <p>LS and JH explained that Local Authority or DfE capital funding had historically covered such needs in similar cases.</p> <p>Action: JH to provide a detailed technology standards compliance report which will be submitted to the Finance & Infrastructure Committee in Summer Term.</p> <p>Action: Clerking Services to add "Stubbin Wood and Willow Park Digital Standards Audit" to the summer Finance & Infrastructure agenda.</p> <p>Directors approved progressing both schools to the next stage of rebrokerage.</p>	<p>Action: JH 29/04/26</p> <p>Action: Clerking Services 27/03/26 Completed</p>
<p>7. DUE DILIGENCE – WILLOW PARK ACADEMY</p>	
<p>As discussed above.</p>	
<p>8. ICT FRAMEWORK PROPOSAL</p>	
<p>Minuted separately as Confidential Appendix 1.</p>	

At this point JM left the meeting as agreed.	
9. ANY OTHER URGENT BUSINESS	
EBOR PROCUREMENT – EXTERNAL AUDITOR TENDER	
<p>The CFO outlined that Ebor Academy Trust were preparing to tender for a new external auditor through the Crescent Purchasing Consortium (CPC), with a five year contract inclusive of a two year break clause. She highlighted concerns that CPC tends to favour large national firms, potentially limiting choice.</p> <p>SS asked would Nexus MAT directors be participating as full scorers or observers?</p> <p>The CEO explained that Nexus MAT had no legal authority to participate in the statutory appointment of another Trust’s external auditor and that participation carried risk of perceived impropriety, so given the two year break clause it made sense to not engage.</p>	
10. REVIEW OF RISK	
<p>To consider any new risks identified during the meeting for referral to Trust Committees.</p> <p>None.</p>	
11. CONFIDENTIALITY	
<p>To consider the confidentiality of any items discussed during the meeting.</p> <p>The board agreed that Item 8 would be retained as confidential and not uploaded to GovernorHub. This is minuted as Confidential Appendix 1.</p>	
12. DATES OF FUTURE MEETINGS	

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