



Nexus MAT Board of Directors Meeting Wednesday 31 January 2024 5.00 pm – 7.30 pm via MS Teams

Attendees:		
Andrew Child MBE	Director/Member & Chair of Trust Board of Directors	Chair
Rachel Potts	Director/Member & Vice Chair of Trust Board of Directors	RP
Gillian Askew	Director	GA
Steve Booth	Director	SB
Colin Bradley	Director	CB
Peter Castleton	Director	PC
Mark Greenwood	Director	MG
Tina Havenhand	Director	TH
Naveen Judah	Director	NJ
Sue Shelley	Director	SS
Also Present:		
Warren Carratt	Chief Executive Officer	CEO
Joel Hardwick	Assistant CEO – Corporate Affairs	JH
Victoria Morris	Adviser	VM
Renata Robins	Governance Clerk	Clerk
Karen Smith	Chief Finance Officer	KS
Apologies:		
Ray Palmer	Director	RPa
Jacky Tattershall	Assistant CEO – QA & Improvement	JT
No apologies:		
Rosey Andrassy	Adviser	RA

1. WELCOME & APOLOGIES FOR ABSENCE	ACTIONS
<p>1.1 Welcome & receive apologies for absence</p> <p>Apologies were received for RPa and JT.</p>	
<p>1.2 To accept apologies for absence</p> <p>Apologies were accepted for RPa and JT.</p>	
2. ITEMS FOR AOB	
<p>Chair to determine any items of urgent business to be considered</p> <p>Item 10 - Derrymount update.</p>	
3. DECLARATIONS OF INTERESTS	
<p>3.1. Individual Directors to declare any personal, business/governance interests on any item on the agenda</p> <p>None declared.</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 20 December 2023. <p>The minutes were approved as a true and accurate record.</p>	
<p>4.2 Review of Action Tracker</p> <p>Action Tracker was reviewed and updated as appropriate.</p> <p>8.0 Hilltop Refurbishment – JH confirmed there were no updates to share with the directors since the last meeting. The Trust is still awaiting the fully costed programme for the works, including those that Nexus will be handling, from the Yorkshire Children’s Charity. This situation is not uncommon as the school that was the Big Build recipient last year experienced similar slow and then fast-paced periods during the project. JH hopes to be in a position to provide an update at the next meeting.</p> <p>Chair – asked for a reminder of the start date of the works at Hilltop?</p> <p>JH mentioned that, originally, the works were scheduled for the summer term or possibly even the end of the spring term. Stressing the time sensitivity, these works need completion before the next academic year as part of the annual Big Build Project supported by the Yorkshire Children’s Charity. The CEO emphasized to the directors that the vital building improvements, which the charity has committed to funding, will significantly enhance Hilltop.</p>	<p style="text-align: center;">Action: JH 28/02/2024</p>

<p>4.3 Matters arising from the Minutes</p> <p>None raised.</p>	
<p>5. HOLGATE MEADOWS – 2024/25 BUDGET FORECAST – TO TAKE A DECISION</p>	
<p>The CEO highlighted that, under 5.1, the original due diligence document for Holgate Meadows has been submitted to refresh Directors’ memories. This was originally received by Directors last April, and at that time they voted to sponsor Holgate Meadows. However, this endorsement came with the caveat that the management team provide greater assurance over the budget viability, given the school's £4 million deficit accumulated over the past five years, before a conversion date is agreed.</p> <p>Following a year of preparation, the budget forecast report was attached for review, and the CEO welcomed any questions. Providing an overview, the CEO briefed Directors on the current situation regarding the budget forecast, the potential increase in capacity and funding avenues for the future of Holgate Meadows. The Trust's budget projection for Holgate Meadows in the 2024/25 academic year results in a surplus budget. With Directors' approval, the plan is to proceed with the conversion on 1 September 2024, and no earlier. The school is expected to conclude the next year with a £9k surplus. While a deficit is projected for 2026/27, it is acknowledged as a common reality for all schools.</p> <p>TH - Questioned the significant reduction in agency supply costs by £68k and potential building repair cost reduction by £67k with an assumed increase of 32 pupils. TH asked for assurance on these potential decreases and their impact on the budget deficit, asking for details on how these changes have been planned and accounted for? Had the CEO used costing models similar to the other schools within the Trust to reduce those down to the £50K and £20k assumed figures that are in the budget?</p> <p>The CEO highlighted that Nexus extensively assessed the reasonable expectations across its schools. However, the underlying issue lie in the historical mismanagement of the budget at Holgate Meadows and the inadequacies in school leadership. In terms of pupil numbers, the school is funded for 96/97 places, but currently, only 76 students are on roll. This shortfall is intentional, as Nexus negotiated with the Council to under-place, allowing additional funding to be utilise for bespoke provision. This strategic decision accounts for a significant cohort of Year 11 students set to graduate this year, who are on bespoke pathways requiring specific one-to-one and direct support. The CEO explained that the aim was to diversify the cohort at Holgate to ensure that the school has the right students in place.</p> <p>The CEO explained that addressing the essential building repairs would increase Sheffield City Council's deficit by over half a million, but the IEB of the school saw this as essential works. Nexus was working with the IEB to urgently undertake necessary repairs before conversion. Some of these repairs were funded by a DfE grant or charged to the school budget, contributing to the deficit. The School Capital Allocation grant may be reprioritized if necessary for any costs of remedial works that are unknown at the moment. The Trust will have other allocated grants to help alleviate that cost.</p>	

SB - Sought confirmation on the deficit amount that would be eliminated from the budget before Holgate joined Nexus. Additionally, SB observed that the forecast indicated a consistent income amount over the next three years and asked if this aligned with the forecasts for our other schools?

The CEO confirmed that the deficit will remain with the Local Authority (LA), who is responsible for covering it. The flat income forecast is due to the Minimum Funding Guarantee (MVG) being at 0%, despite having dealt with a -1.5% MVG for several years. The budget has consistently increased each year for other Nexus schools, and the Trust is skilled at securing extra funding through strategic commissioning negotiations with LAs. KS acknowledged that the current assumptions about pupil numbers, agency, premises, and staff costs are the best available, considering potential risks and applying prudent forecasting methodology.

SB – Year 3 shows £131k deficit forecast, having used a similar process for our other schools. If a worst-case scenario happens, and all Nexus schools are at this level, does this put our reserves at risk if nothing else happens?

The CEO confirmed that if all schools operated in a deficit, it posed a risk to the entire Trust. Our cash reserves, projected for 2-4 years, may not align with historical trends. While we control expenditures and local authority income, the financial outlook remains challenging.

SS – What has been the return on the investment with Holgate so far, seeking reassurance that the Trust was going in the right direction for the amount of money it was investing to turn this school around?

Having read the Due Diligence Report from last April, what has the last 9 months difference made?

The CEO verified that the school is primarily self-funding the majority of the investment. The headteacher (appointed by Nexus) and the deputy head (a Nexus staff member) receive full funding from the school. Quality assurance efforts within the school are restricted, given their Learn Sheffield membership under maintained status and an ongoing School Improvement Plan (SIP). The investment has predominantly been in officer time.

The recent OFSTED report reads as Requires Improvement (RI), though technically the school is still inadequate. It is now safe, with regular pupil learning. Nexus investment has stabilized the school, positioning it to actively contribute to Sheffield's SEND system from September, aligning with our other schools, including Discovery.

The CEO asked JH to re-circulate the OFSTED report to Directors.

SB expressed feeling reassured after reading the OFSTED report, noting some positives. This reassurance strengthened the Trust's commitment to continue with the due diligence process, confident that we are heading in the right direction. The CEO's comments align with the findings in the report, further reinforcing confidence in the ongoing efforts.

**Action:
JH
01/02/24**

RP - The assumptions around TAs and currently they are expensive and moving to Level 2s. Is that based on what TAs are paid at our other schools?

There should be a tiered level of TAs however at Holgate all TAs are at Level 3. Through natural wastage the aim is to restructure that TA model to be in line with other Nexus schools.

Chair – Will OFSTED come again for a monitoring visit before conversion on 1 September?

The CEO confirmed that OFSTED want to come back in summer term 2 .

Chair – On conversion there is a three-year gap before OFSTED come back to do a full Section 5 inspection?

The CEO confirmed this to be the case.

Chair – Given everything Directors have read, everything Directors have been told, the clarity on the finance and strategy, what remains the greatest risk?

The CEO highlighted the need to maintain momentum in the school's improvement. He noted that this risk is effectively managed by the Trust's strong quality assurance and improvement function. The challenge lies in managing growth and diversification in the pupil cohort, but the Trust's past experiences in other special schools demonstrate its proficiency at this. The Trust's established infrastructure is adept at addressing and mitigating associated risks.

No further questions were raised.

Directors unanimously agreed to progress matters that Holgate Meadows becomes a member of the Nexus family from 1 September 2024 with the caveats discussed.

5.1 Holgate Meadows Due Diligence – For information

Received and noted.

6. SRMA REPORT - TO RECEIVE AND SCRUTINISE

CEO provided a brief overview and invited questions.

SB - How often is this likely to happen going forward? This was quite detailed as a snapshot of what the business looks like and very useful.

The CEO explained that there does not appear to be a cycle for visits. This is the first one the Trust has had in 8 years.

CB expressed appreciation for the usefulness of the tool, especially in evaluating the capacity of the leadership Trust and the Executive Team. He emphasized it's value in assessing the team's capability in strategic planning and growth, providing an independent perspective on their capacity to expand.

RP – Where it referred to KPIs in the report, we did talk previously about some work TH was going to do with KS, and RP wanted to check what we said we would do with that and by when?

The CEO confirmed that on the Agenda for the Finance & Infrastructure Committee is Item 5.4 - Draft KPIs.

JA – Asked if VMFI was View My Financial Insights and did it replace the Schools Financial Benchmarking Service (SFBS)?

KS clarified that although VMFI, SFBS, and the login-restricted system share similar data, SFBS is accessible to anyone, while VMFI provides more high-level Trust information. The challenge arises when dealing with a mixed special and mainstream Trust, as the system allocates central team expenditure based on pupil numbers, leading to skewed benchmarking indicators. This method relies on October's pupil snapshot, not reflecting the current student population or corresponding income. In contrast, the KPIs in our Trust's management reporting are based on up-to-date pupil numbers and consistent spending categorization across schools, a feature lacking in VMFI.

JA – Presumed that there is no need to duplicate efforts by inputting data into both VMFI and the Benchmarking Service, as the assumption is that the DfE handles this seamlessly in the background?

KS confirmed that this was the case.

The CEO brought Directors' attention to the cogent and fluent rationale put forward by Lana Stoyles about how we have grabbed a hold of our procurement activity and really utilised that to try and drive forward value.

7. CHAIR FOR SPRING ACADEMY COUNCIL CHAIRS FORUM – TO TAKE A DECISION

The Chair advised that the Spring meeting had been postponed since the production of the agenda.

The CEO asked for this to be placed on the May agenda for a decision to be taken for the Summer meeting on 19 June at 2.00pm.

**Action:
22/05/24
Clerking Services**

8. APPOINTMENT OF ADVISORS (PHILIP BRADLEY & NAOMI COOPER) - TO TAKE A DECISION

The CEO explained that there is now a full complement of 11 Directors on the Trust Board. However, three Directors' terms of office are due to expire this year. The extension of those terms will be on the agenda for the February Board meeting. At the April Board meeting, Directors will be asked to take a vote on the appointment for the next Chair and to approve the appointment of those directors who will be coming in from 1 September.

PC – asked that in terms of process, the appointment of somebody without a democratic vote is something that creates any problems?

The Chair advised that there will be a democratic vote, and an email should go out from Clerking Services asking for any further nominations to the post of Chair.

For succession planning purposes, it is proposed that we appoint a further two Advisors to the Board to allow them sufficient time to become familiar with the

workings of the Trust over the next few months with a view to them becoming Directors in due course. However, this wouldn't be a commitment on either party. Advisors will have a voice on matters but will not be able to vote on any issues put to the Board.

A group of Directors and the CEO met with two people on 15 January who are interested in joining the Board in due course.

- The first is **Philip Bradley**. His background was explained, and he has lots of relevant experience which would be useful to the Board. He will be retiring in May this year. As Phil's background is Safeguarding and Child Protection, PC felt reassured that he is an eminently suitable candidate to replace him. He puts children at the centre of all his work and is keen to improve the quality of education and outcomes. The group felt confident that his values closely align with those of Nexus and recommended him to the Board as an Advisor. GA stated that she felt reassured to have someone with a safeguarding background.
- The second is **Naomi Cooper**. Her background was explained, and she, likewise, has lots of relevant experience which would be useful to the Board. She currently works for Sheffield Hallam University as a Principal Lecturer on School Improvement. She is a strategic thinker and very keen on school improvement and staff training. PC stated Naomi came across as she knew Nexus, as she works with some of our schools. She also came across very passionately. The group felt confident that her values closely align with those of Nexus and recommend her to the Board as an Advisor.

CB asked if Naomi Copper joining Nexus as an Advisor would generate a related party transaction? CEO stated no, as she is not part of the strategic leadership of the HEI. Sue O'Brien, who is a Member of the Trust, is her line manager. There is no transactional relationship between Sheffield Hallam and Nexus for the area of work, only a connection.

Directors voted unanimously to approve the appointments of Philip Bradley and Naomi Cooper as Advisors to the Board in the capacity already outlined.

CEO will now advise both of them of the dates of meetings for the rest of this year.

CEO will liaise with the new Advisors to the Board regarding the new induction programme for Directors.

9. POLICY UPDATE REPORT - TO TAKE A DECISION

The Flexible Working Policy and Maternity Leave & Adoption Policy have been updated to reflect the legislative changes to ensure that we are in line with the revised legislative framework that we work in.

Policy Update Report was unanimously approved by the Board.

JH to issue a policy briefing to update the workforce on the updates.

**Action:
JH
01/02/2024**

<p>9.1 Academies Policy Review Board Action Log – For information only</p> <p>Chair enquired if headteachers are happy the way this is processed and control systems in place to make sure they are kept aligned to new policies?</p> <p>The CEO commented that headteachers feel 'spiffing' that this is a central office process.</p> <p>Received.</p>	
10. ANY OTHER URGENT BUSINESS	
<ul style="list-style-type: none"> • JH provided Directors with an update on Derrymount. The DfE, in their timeline for Derrymount's conversion, were eager to discuss its potential conversion by 1 April. A due diligence conversation is scheduled for the upcoming Trust Board meeting in late February. JH seeks Directors' support in conveying to the DfE that discussions about a transitional timeline for Derrymount are necessary, given the extensive work required in education, finance, and other aspects before a due diligence decision can be made. The proposed 1 April timeline is deemed impractical, and JH wanted to ensure formal support from Directors when discussing this matter with the DfE, which the Directors approved. • Adam Cloney, the new Corporate Governance Manager, started this week. JH requested permission for Adam to observe and meet the Board at the February Board meeting, which the Chair approved. • The CEO briefed the Board on Nexus being one of two trusts interviewed for the free school presumption process in Nottinghamshire, aiming to open a school in Ravensdale. The interview, focused on pertinent questions about opening a school, felt positive, resembling a conversation rather than a traditional DfE interview. While the timeline for a decision is unknown, the school is planned to open in September 2025. RP commended the interview, noting that it felt well-intentioned, flowed smoothly, and everyone from Nexus performed exceptionally. • Upon the Chair's request, the CEO provided a briefing on his visit to Singapore to study their education system, deeming it an incredibly valuable learning experience. He highlighted the term 'Deep and Loose,' reflecting the Singaporean Ministry for Education's 'deep' understanding of education quality and a 'loose' approach to exercising authority over head teachers. The inspiring aspect was the coherence of the Singaporean model, and the CEO expressed gratitude to the Board for enabling this rewarding and enriching experience, which was funded and facilitated by the British Council. 	
11. REVIEW OF RISK	
<p>11.1 To consider any new risks identified during the meeting for referral to Trust Committees</p> <p>None.</p>	

12. CONFIDENTIALITY	
12.1 To consider the confidentiality of any items discussed during the meeting None.	
15. DATES OF FUTURE MEETINGS	

Wednesday 28 th February 2024	17:00 – 19:30	Nexus HQ
Wednesday 27 th Marcy 2024	17:00 – 19:30	Teams
Wednesday 24 th April 2024	17:00 – 19:30	Nexus HQ
Wednesday 22 nd May 2024	17:00 – 19:30	Teams
Wednesday 26 th June 2024	17:00 – 19:30	Nexus HQ
Wednesday 17 th July 2024	17:00 – 19:30	Teams

Minutes approved.

CHAIR	SIGNATURE	DATE