



Members Annual General Meeting Monday 15 January 2024 at 17:30 Nexus HQ/MS Teams

Members in attendance		
Andy Child MBE	Member/Chair of the Board of Directors (via Teams)	AC
Peter Leach	Member (via Teams)	PL
Seamus Oates CBE	Member (via Teams)	SO
Rachel Potts	Member/Vice Chair of the Board of Directors (via Teams)	RP
Also Present		
Warren Carratt	Chief Executive Officer	CEO
Renata Robins	Governance Clerk	Clerk
Apologies		
Sue O'Brien	Member	SO'B

OUTSTANDING ACTIONS

Actions		By & Target Date
04/07/23	Item 4.2 – SO'B to update her Pen Portrait.	COMPLETED
04/07/23	Item 4.5 – Members to receive monthly updates on Strategic Business Plan	COMPLETED
04/07/23	Item 4.5 – include reference to partnerships with parents/families and carers in the Trust's 3 objectives	COMPLETED

MINUTES OF THE MEETING	
1. WELCOME & CONFIRMATION OF THE CHAIR	Actions
<p>1.1. To propose and vote on the Chair for the meeting</p> <p>AC welcomed all to the meeting.</p> <p>AC invited nominations for the position of Chair for the meeting. PL nominated AC and AC was unanimously elected.</p>	
<p>1.2. Members & Directors resignations and appointments</p> <p>SO was appointed by the Members via the agreed protocol. The resolution was passed virtually, effective 1 September 2023.</p> <p>RP was appointed by the Members via the agreed protocol. The resolution was passed virtually, effective 1 September 2023. This decision lays the foundation for a more seamless transition, when RP assumes the role of Chair of the Trust Board, starting 1 September 2024, coinciding with the departure of AC. This strategic move ensures a smooth and efficient handover of responsibilities.</p> <p>The CEO updated Members on the current status of the Trust, noting that it currently has a full complement of Directors. However, attention was drawn to the fact that AC (Andy Child), SB (Steve Booth) and PC (Peter Castleton) will be standing down at the end of the academic year and the terms of office for three Directors was nearing completion – NJ (Naveen Judah), SS (Sue Shelley) and GA (Gillian Askew). Discussions have taken place with these Directors— NJ, SS and GA—exploring the possibility of renewing their terms for an additional four years. This proactive step is driven by their long-serving dedication, ensuring a smooth transition and continuity. Notably, NJ (finance), SS (risk), and GA (procurement) bring valuable experience to the table. Encouragingly, discussions with all three Directors have affirmed their commitment to stand for another four years, underscoring their continued dedication to the Trust's mission and goals. The official confirmation of their extended terms is anticipated at the Trust Board meeting scheduled for February 2024. Furthermore, the Trust aims to maintain its strategic momentum by actively recruiting individuals to advisory roles on the Board.</p> <p>Members unanimously approved these reappointments.</p> <p>AA (Angham Ahmed) and CA (Catherine Hall) resigned as Members on 31 August 2023.</p>	
2. APOLOGIES FOR ABSENCE, QUORUM & VOTING PROCESS	
<p>2.1 To receive apologies for absence</p> <p>Apologies were received from Member: SO'B.</p>	
<p>2.2 To confirm quorum and voting process</p> <p>The meeting was quorate as 4 out of 5 Members are present. The voting process was agreed as a showing of hands as a vote and majority rule.</p>	
3. ITEMS OF URGENT BUSINESS	
<p>3.1. Chair to determine any items of urgent business to be considered</p> <p>None.</p>	
4. DECLARATION OF INTERESTS	

<p>4.1. Individual Members to declare any personal, business or other governance interests on any item on the agenda</p> <p>None.</p>	
5. MINUTES OF THE LAST MEMBERS MEETING	
<p>5.1. To review the minutes and actions from the meeting held on 4 July 2023</p> <p>The minutes were agreed as a correct record of the meeting.</p> <p>CEO confirmed all outstanding actions were completed.</p>	
6. AUDITED ACCOUNTS	
<p>6.1. To receive the annual accounts for 2022-23</p> <p>The CEO provided a concise introductory overview of the accounts, highlighting key points from the report with a focus on the financial resilience of the Trust. Notably, there is an overall year-end carry forward equivalent to c11% of revenue funding, reflecting robust financial management. The surplus is attributed to the conversion of academies and some of them bringing large historical underspends, specifically Fountainsdale and Beech, formerly under the Evolve Trust. These two academies were brought into the MAT with an initial reserve of £2 million earmarked for strategic investments in the schools.</p> <p>Looking ahead, the CEO anticipates a gradual decrease in the surplus over the next 18-24 months, aiming for it to stabilize at around 7%. This strategic adjustment aligns with the evolving needs and priorities of the academies within the Trust.</p> <p>It's worth noting that Hilltop stands as the only academy within the MAT currently carrying a licensed deficit. However, reassurance is provided as the school has a well-structured recovery plan in place, ensuring there is a proactive approach to address and rectify financial challenges.</p> <p>SO asked for clarification, referring to page 7 of the report, regarding a number of schools having a small deficit?</p> <p>The CEO clarified SO's inquiry about schools with deficits on page 7 of the report. The deficits, explained by the CEO, were a result of necessary revenue allocations during school conversions. Notably, only Hilltop concluded the conversion with an unplanned deficit, and the Trust doesn't foresee any problem underwriting this through the recovery period. The CEO expressed confidence in Hilltop's situation, assuring Members that the Trust comprehensively understands and believes recovery is achievable in the medium term.</p> <p>PL asked, referring to page 18 of the Management Letter, why petty cash had been removed from schools on the basis of one instance?</p> <p>In response to PL's inquiry, the CEO clarified that this initiative predated the current audit. The Trust had engaged in consultations with all schools and implemented a more efficient digital process for managing cash, replacing physical petty cash. The new pre-paid cards system ensures a transparent audit trail for individuals.</p> <p>The CEO highlighted the use of pre-paid cards, eliminating the need for requisition processes and the handling of physical cash. Despite initial resistance from some schools transitioning from cash to pre-paid cards, the process is now well-established and better prepares learners for the emerging cashless society, which also reduces the risk of theft. The CEO expressed reservations about the language used in the report, deeming it as</p>	

<p>somewhat draconian in nature and not reflective of how the change has been managed in reality.</p> <p>PL asked, referring to Page 21 of the Management Letter, about the deferred income exceeding £600,000?</p> <p>In response to PL's question, the CEO explained that this figure is linked to the funding mechanism from Sheffield County Council for Sheffield special schools. The nature of this funding proves challenging as it is awarded on 1 April every year in a lump sum, but spans across two of Nexus MAT's financial years, a unique arrangement compared to other authorities. The CEO noted that this peculiarity arises from a technicality in the funding process, making it somewhat cumbersome and potentially misleading when evaluating financial figures.</p> <p>The accounts were received without any further questions.</p>	
7. GOVERNANCE REPORTS	
<p>7.1. Audit & Risk Committee Annual Conclusions Report 2022-23</p> <p>RP made a broad observation regarding the expanded scope of both the Audit & Risk and Finance & Infrastructure committees. This underlines the evolution of their functions from a small finance committee, initially focused on specific financial matters, to encompassing a more comprehensive examination of multi systemic business matters, including a heightened emphasis on information governance. The committees now operate with significantly broader mandates, reflecting the dynamic growth in their responsibilities, aligned to Trust growth.</p> <p>SO asked, referring to 5.2, about medium to long term forecasting?</p> <p>CEO responded that the Trust continues to work within DfE guidelines, despite the uncertainties with school funding in the medium term.</p> <p>Members received and scrutinised the Audit & Risk Committee Annual Conclusions Report 2022-23.</p>	
<p>7.2. Appointment of External Auditor</p> <p>The CEO explained to Members that the Board of Directors had recommended at their December 2023 meeting to extend Forrester Boyd's contract as the Trust's external auditor for a further two years. A robust options appraisal was led by the Audit & Risk Committee. The CEO stated that Forrester Boyd now have a good understanding of what it takes to audit a Trust with a high proportion of element 3 funding stream. There was less compelling evidence to drive Directors to tender for new auditors.</p> <p>Members unanimously upheld the resolution to appoint Forrester Boyd as External Auditor for a further two years, which is hereby noted at this meeting.</p>	
<p>7.3. Annual Report 2022-23</p> <p>SO expressed appreciation, noting the document's excellence in providing insight into the Trust's family of schools. SO inquired about the Trust's engagement with staff and families?</p> <p>In response, the CEO acknowledged that direct engagement of the annual report with families wasn't currently a priority, as this was a Trust document and many families prefer to hear about their child's school. However, the Trust has taken steps to communicate its commitment through a published workforce engagement statement. The CEO emphasized the high value placed on relationships, particularly highlighting the significant roles of class</p>	

<p>teachers and teaching assistants in their interactions with families on a daily basis, and this is where the value sits.</p> <p>SO inquired about the Trust's efforts in ensuring that both parents and staff are aware of the diligent work being undertaken? The CEO explained that the Annual Report was published inline, so families could easily access it if they wanted to.</p> <p>SO asked how the Trust actively communicates its dedication, ensuring that parents and staff are well-informed about the persistent efforts being exerted? The CEO explained this was done with and through schools.</p> <p>Members received and scrutinised the Annual Report 2022/23.</p>	
<p>7.4. Annual Safeguarding Assurance Statement</p> <p>The CEO reported that the statement should provide Members with assurance of a positive outlook for the Trust, emphasizing the establishment of constructive relationships with schools' Designated Safeguarding Leads (DSLs) across trusts.</p> <p>The CEO also reported that two complaints were lodged with OFSTED, originating from two schools within the Trust, where parents were in dispute regarding placements. While these issues have since been resolved through collaboration with local authorities and the Trust, it's noteworthy that they will be included as a line of inquiry in upcoming OFSTED inspections.</p> <p>AC said that, in his view, this report speaks to the transparency of the Trust.</p> <p>Members received and scrutinised the Annual Safeguarding Assurance Statement 2022/23.</p>	
<p>7.5. Strategic Business Plan 2023-24</p> <p>The CEO directed Members' attention to the business plan, highlighting that Directors had raised inquiries regarding the latest report during their meeting on 22 December 2023. Both AC and RP actively participated in interviews with Heads and senior Trust leaders, deriving encouragement from the exceedingly positive feedback received during headteachers' 360 reviews of the Trust. Repeated mentions of terms such as 'family' and 'supportive' underscored the consistent positive sentiments expressed by the headteachers.</p> <p>SO inquired about the duration of the plan? The CEO clarified that it is a 5-year plan running to 2025, subject to annual delivery plans being agreed in each school year. The bullet points in the report are annually updated to accurately capture and reflect the progress achieved in the preceding 12 months, and set the performance measures for the next 12.</p> <p>Members received and scrutinised the Strategic Business Plan 2023-24.</p>	
<p>7.6. Articles of Association</p> <p>No resolutions had been put forward to amend the Articles.</p>	
<p>8. ANY OTHER URGENT BUSINESS</p>	

<p>8.1. To consider any other urgent business agreed by the Chair</p> <p>None.</p>	
<p>9. CONFIDENTIALITY</p>	
<p>9.1. To consider the confidentiality of any items discussed during the meeting</p> <p>None.</p>	
<p>10. DATES OF NEXT MEETINGS</p>	
<ul style="list-style-type: none"> • Tuesday 2 July 2024 at 17:30 – 19:00 – Nexus HQ/Teams 	