



## Nexus MAT Board of Directors Meeting Wednesday 29<sup>th</sup> March 2023 5 pm - 7.30 pm Via Teams

|                      |   |     |
|----------------------|---|-----|
| <b>Attendees:</b>    |   |     |
| Andrew Child         | Director/Member & Chair of Trust Board of Directors – Chair | AC  |
| Sue Shelley          | Director  | SS  |
| Rachel Potts         | Director/Vice Chair of Trust Board of Directors– until 7pm. | RP  |
| Gillian Askew        | Director  | GA  |
| Steve Booth          | Director  | SB  |
| Peter Castleton      | Director – until 6.45 pm                                    | PC  |
| Ray Palmer           | Director  | RPa |
| Naveen Judah         | Director  | NJ  |
|                      |   |     |
| <b>Also Present:</b> |   |     |
| Warren Carratt       | Chief Executive Officer                                     | CEO |
| Joel Hardwick        | Assistant CEO – Strategy & Partnerships                     | JH  |
| Vicky Hawksley       | Governance Clerk  | VH  |
| Karen Smith          | Chief Finance Officer                                       | KS  |
| Jacky Tattershall    | Assistant CEO – Quality Assurance & Improvement             | JT  |
|                      |   |     |
| <b>Apologies:</b>    |   |     |
| Mark Greenwood       | Director  | MG  |
|                      |   |     |

| 1. WELCOME & APOLOGIES FOR ABSENCE  | ACTIONS |
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| <p>1.1 Welcome &amp; receive apologies for absence.</p> <p>Apologies were received for MG.</p>  |         |
| <p>1.2 To accept apologies for absence</p> <p>Apologies were accepted for MG.</p>   |         |
| 2. ITEMS OF AOB   |         |
| <p>Chair to determine any items of urgent business to be considered:</p> <ul style="list-style-type: none"> <li>• Director for meeting on 2 May 2023;</li> <li>• Ofsted.</li> </ul>   |         |
| 3. DECLARATIONS OF INTEREST   |         |
| <p>3.1. Individual Directors to declare any personal, business/governance interests on any item on the agenda.</p> <p>Item 10 – CEO, CFO, JT, JH and SC were required to leave the meeting for this item.</p>   |         |
| 4. TRUST BOARD OF DIRECTORS MINUTES   |         |
| <p>a. To approve the minutes of the following meetings:</p> <p>The minutes were approved as a correct record.</p>   |         |
| <p>b. Review of Action Tracker</p> <p>All actions completed.</p>  |         |
| <p>c. Matters arising from the Minutes.</p> <p>None to raise.</p>   |         |
| 5. External Review Considerations/Questions – Reflective discussion   |         |
| <p>The Chair explained that the purpose of this item - arising from the report from Nick Whittaker and Phil Marshall - was to discuss reflections on the outcomes and recommendations made.</p> <p>The challenges highlighted by the report were around quality of data to provide clearer insight around educational performance in schools; self-assessment; and working more efficiently as a Board.</p> <p>RP noted that there had been a feeling of unease around the timing of this report taking into account the new structure and governance arrangements in place and the new Executive Team.</p> |         |

**How would we assess whether there is still a feeling of unease and lack of clarity on roles, systems and processes?** All Academy Councils have now met at least once and new staff in the Central Team have settled in well to their posts.

The Standards Committee meeting earlier this week discussed the quality and quantity of data coming through this will increase as new schools join the Trust.

The CEO noted that the report's recommendations relate to operational rather than governance matters and the report did not conclude that Directors have an absence of self-awareness of their own status.

CEO is considering conducting a survey of Headteachers to gain a sense for how they are feeling now, following the changes introduced in September 2022. Conducting the survey in the summer should result in a clearer understanding of the new structure.

**How are we growing as a Trust – we now have 14 schools and this is likely to increase to 20 in the next 12-18 months – when new academies join us how do we ensure we retain the values that matter to us and that are at the core of the Trust's vision?** The CEO explained that any new schools joining the Trust are working with an Executive Regional Directors and as we grow and develop, this model will become the norm and our existing heads will also become more comfortable with this.

The CEO provide a summary report for Directors on the health check with Headteachers in summer 2, and add this to the July agenda.

It was suggested also that Directors may wish to meet with Headteachers and senior leaders if they feel this would be helpful. Chair and RP will arrange this with the CEO outside of the meeting, and report back in July.

JT and PC are currently working together and considering what data should be brought to the Standards Committee and how this should be scrutinised.

**Is there a case for the Board conducting a Deep Dive into a particular aspect of the Trust's functioning? Could this be one way of Directors being satisfied about the work being undertaken?** Directors were supportive of this suggestion and were keen to be involved.

**On the final paragraph of the report which refers to outcomes not being analysed sufficiently clearly, is this a fair assessment?** The CEO explained that we are able to scrutinise a significant amount of data at school level and feel we have a clear picture of outcomes etc.

JT explained that when NW and PM undertook this exercise they were presented with a lot of data. However, it is difficult to make judgements on this at a Trust-wide level because there are no national benchmarks for children with SEND.

**Does aggregating individual schools' data into Trust level allow you to get an accurate picture?** Lengthy discussion took place on what data is needed and

**ACTION:**  
CEO  
26/04/2023

**ACTION:**  
Chair/RP/CEO  
26/04/2023

whether this is reflective and provides a true picture of the Trust. Directors were clear that they need to understand what the data is saying about each school.

The Chair stated that Directors should look at the data and analysis being discussed at the Standards Committee, Schools Performance Scrutiny Board (SPSB), Academy Council meetings and also what is being produced internally by the Trust which can be mapped internally to reduce the risk of repetition. The amount of data produced needs to be manageable as the Trust grows.

Directors felt that they need to remain really clear on the governance that surrounds all this; the role of the Academy Councils; the role of the SPSB and how they are minuted.

The CEO explained that Executive Regional Directors should be able to present to Directors to assure them about the robust analysis and assessment that is taking place in schools.

The Chair summarised the discussions so far:

- A survey of Headteachers will take place between now and the end of summer term to gauge how they view the September 2022 structure changes;
- Directors encouraged to meet with Headteachers and senior leaders – this was supported by all Directors present – as part of a 360° review;
- Finesse the data and information being presented – this is being taken forward by the Task and Finish Group, as commissioned by Standards Committee.
- Suggestion that a presentation is given to Directors from those who led the SPSB on the work they are doing and values and outcomes over the last 12 months. It was suggested that the Development Day for Directors in September could be a good opportunity for this to happen.

It was agreed that JT and PC would provide a report to the July Board meeting, having been discussed first at Standards Committee.

Agreed that SB, AC and NJ would also join the Task and Finish Group.

**ACTION:  
CEO  
SEPT 2023**

**ACTION:  
JT/PC  
19/07/2023**

## 6. West Riding Campus (verbal update)

JH gave an updated on the current situation with West Riding. The Significant Change Request has been submitted to formalise West Riding (WR) as a satellite site for the Kenwood Academy. However, the DfE have confirmed that the route to academise an independent schools is no longer available. It has therefore been agreed that WR will remain as a satellite area for Kenwood for the foreseeable future with a view to the DfE providing other options to separate the site out.

JH recommended that we allow the Significant Change Request to be approved and then revisit the situation in 12 months' time with the possibility of further growth and then look to establish WR as an independent school. This was agreed.

## 7. Policy Update Report – For Directors to take a decision

**7.1** The CEO explained that the policies in the report have had minor alternations, as per the covering report, whilst the write offs and disposals policy has been extensively rewritten and therefore the policy has been submitted to Board in full.

**Flexible Working Policy asked about the 3-month time limit from the date the application was made and whether this is a maximum time limit?** The CEO explained that this is in response to a large number of requests for flexible working coming in from schools and confirmed that the 3 month period is the maximum.

**What is Flexible Retirement?** This is when a member of staff has early access to their pension or the opportunity to reduce their pension contributions. There is a separate statutory framework for this process.

**Would we expect an item to be fully depreciated before it is written-off?** Yes. We have not had any cases of this that still have a value in our accounts. Most items depreciate fully within four years.

**Item 4.5 – what is a straight-line method?** This means that it is the same in absolute terms every year.

**Have we had any problems with schools complying with write-offs and depreciation?** Not that we are aware off.

**Will there need to be any training for schools on this?** CFOs are aware of the policy and schools are required to complete paperwork when they are wanting to dispose of something. We meet regularly with office managers and are confident that there is a good level of understanding on what is required.

The new policy updates were all formally approved. JH to ensure the website is updated and an update briefing is issued to staff.

**ACTION:**  
**JH**  
**26/04/2023**

## 7.2 Academies Policy Review Board Action Log – for Directors to receive for information.

Covering report circulated in advance with updated policies and a summary of changes outlined.

CEO explained that the Policy Review Board meets regularly to review all policies and this report is for Directors to receive as a record of this being reported to Directors and is for information only.

**Is there any significance that Coppice and Heatherwood have deferred their online safety policies?** CEO confirmed there is no concern and that the Trust is trying to standardise text and have provided them with an updated version.

**Is there any risk from Kelford’s policy on Pupil Attendance being deferred at the request of the Headteacher?** CEO explained that this is a local policy and does not present a risk as there is an overreaching Trust one.

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| <p>The Policy Update Report will be a regular item for information on the Board agenda.</p>  |   |
| <p><b>8. Director Appointment – for Directors to take a decision.</b></p>  |   |
| <p>The Chair explained that he, RP and SB had met with a potential new Director, Colin Bradley *(CB), earlier this month. CB’s works at Derbyshire County Council in Children’s Services and has also opened an alternative provision school in 2012. He has good performance management skills and is interested in future partnership building, financial stability of the Trust and getting children engaged in education. The CEO was present as an observer at this meeting and echoed the Chair’s recommendation.</p> <p>CB is very interested and committed to joining the Board and AC feels he would make a very able addition and recommended him to Directors. The Chair will circulate CB’s CV to Directors for information.</p> <p>CB would join the Board as a full member and, given his background and experience, would be a good addition to the Standards Committee.</p> <p>Directors unanimously approved Colin Bradley as a Director of Nexus MAT.</p> <p>The CEO will write to members to raise any concerns by Friday 14 April 2023.</p> <p>Two other prospective Directors were discussed;</p> <ul style="list-style-type: none"> <li>• Tina Havenhand – currently an accountant at MGWR Accountancy Firm and was a parent governor at Rowan. AC, RP and SB are meeting with her on 24<sup>th</sup> April and will report back to the Board.</li> <li>• Request for a meeting to be held on 2 May to meet with a second prospective Director, Rosie Andrassy. She is a retired former Headteacher. The meeting will be held at 2pm on 2 May at Nexus HQ, but Directors can attend virtually if required. NJ and PC volunteered to be at this meeting and CEO will formally invite them.</li> </ul> | <p style="text-align: center;"><b>ACTION:<br/>AC<br/>26/04/2023</b></p> <p style="text-align: center;"><b>ACTION:<br/>CEO<br/>14/04/2023</b></p> <p style="text-align: center;"><b>ACTION:<br/>AC<br/>26/04/2023</b></p> <p style="text-align: center;"><b>ACTION:<br/>CEO<br/>02/05/2023</b></p> |
| <p><b>9. Business Case – Heatherwood Roof – for Directors to take a decision.</b></p>  |   |
| <p>JH explained that this is part of our Year 1 priorities through our Condition Surveys and needs Board approval as the cost is above £250k.</p> <p>The proposal is to replace the roof and add solar panels at the same time and by the same contractors. Tenders have been issued.</p> <p><b>Is this fully funded?</b> Yes, the full cost will be covered from the allocation we receive annually.</p> <p><b>Clarification was requested on how long the whole process will take – the report states half-term and then refers to the summer term. Are these dates Phase 1 or are there other phases?</b> JH explained that the entire Heatherwood roof is in 3 phases, and this is phase one which will be completed over the summer holidays.</p>   |   |

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| <p><b>Point 1.1 of the report relates to alignment with Nexus MAT strategic objectives – why is this point in blue type?</b> This is a way of indicating that this is the strategic objective that this work fits under.</p> <p><b>Will there be learners on site while the work is taking place?</b> Possibly, some of the work may be done whilst learners are on site but we do not expect this to affect them.</p> <p><b>Has an asbestos survey been carried out?</b> Yes.</p> <p><b>The bottom of page 2 of the report talks about rooves 1,4 5 and 7 having failed. What’s the level of risk in not replacing all these rooves at the same time?</b> JH explained that the contractors (RLB) have conducted a risk assessment of this and have categorised them as ‘failed’ and needing to be repaired over time.</p> <p><b>Item 3.2.2 relates to a 20% contingency allocated for this work. Is this enough?</b> This is what RLB have recommended, and they have experience of this type of work. The Trust could afford to meet this contingency if it were required.</p> <p>The proposal was approved unanimously by Directors but with a query about the level of contingency and whether this would be sufficient. JH will follow this up with RLB as part of routine contract management.</p> |  |
| <p><b>10. CEO/CFO Mid-year Reviews Feedback – For Directors to receive for information</b></p>  |  |
| <p>SB, JH, JT, KS and WC left the meeting for this item which was minuted confidentially as separate Appendices.</p>  |  |
| <p><b>11. Any Other Urgent Business</b></p>   |  |
| <p>Director for meeting on 2<sup>nd</sup> May – already covered earlier in the meeting.</p> <p>Ofsted – the CEO is keen for Ofsted to inspect North Ridge and Pennine View which are both currently RI schools. Both schools feel that an inspection would be beneficial to them and are confident that they would now be judged as Good. The CEO is planning to write to Ofsted to invite them to inspect both schools. All Directors endorsed this approach.</p>  |  |
| <p><b>12. Review of Risk</b></p>  |  |
| <p>12.1 To consider any new risks identified during the meeting for referral to Trust Committees.</p>   |  |
| <p><b>13. CONFIDENTIALITY</b></p>   |  |
| <p>12.1 To consider the confidentiality of any items discussed during the meeting.</p> <p>Items minuted confidentially as appropriate.</p>  |  |

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| <b>13. DATES OF FUTURE MEETINGS</b> |  |

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|---------------------------------------|---------------|---------------------------------|
| Wednesday 26 <sup>th</sup> April 2023 | 17:00 – 19:30 | Nexus HQ – <b>RPa via Teams</b> |
| Wednesday 24 <sup>th</sup> May 2023   | 17:00 – 19:30 | <b>Via Teams</b>                |
| Wednesday 28 <sup>th</sup> June 2023  | 17:00 – 19:30 | Nexus HQ                        |
| Wednesday 19 <sup>th</sup> July 2023  | 17:00 – 19:30 | <b>Via Teams</b>                |

### Minutes approved

| CHAIR | SIGNATURE | DATE |
|-------|-----------|------|
|       |           |      |