



Nexus MAT Board of Directors Meeting Wednesday 26th April 2023 5 pm - 7.30 pm Nexus HQ

| | | |
|----------------------|---|-----|
| Attendees: | | |
| Andrew Child | Director/Member & Chair of Trust Board of Directors – Chair | AC |
| Rachel Potts | Director/Vice Chair of Trust Board of Directors | RP |
| Gillian Askew | Director – via Teams (until 7.30 pm) | GA |
| Steve Booth | Director | SB |
| Peter Castleton | Director | PC |
| Ray Palmer | Director – via Teams (joined at 17.50 pm) | RPa |
| Sue Shelley | Director | SS |
| | | |
| Also Present: | | |
| Warren Carratt | Chief Executive Officer | CEO |
| Joel Hardwick | Assistant CEO – Strategy & Partnerships | JH |
| Vicky Hawksley | Governance Clerk | VH |
| Karen Smith | Chief Finance Officer – Via Teams (until 18.40 pm) | KS |
| | | |
| Apologies: | | |
| Mark Greenwood | Director | MG |
| Naveen Judah | Director | NJ |
| | | |

| 1. WELCOME & APOLOGIES FOR ABSENCE | ACTIONS |
|--|---------|
| <p>1.1 Welcome & receive apologies for absence.</p> <p>Apologies were received for MG and NJ.</p> | |
| <p>1.2 To accept apologies for absence</p> <p>Apologies were accepted for MG and NJ.</p> | |
| 2. ITEMS OF AOB | |
| <p>Chair to determine any items of urgent business to be considered:</p> <ul style="list-style-type: none"> Capital Projects | |
| 3. DECLARATIONS OF INTEREST | |
| <p>3.1. Individual Directors to declare any personal, business/governance interests on any item on the agenda.</p> <p>JH will leave the meeting for Item 14 on the agenda.</p> | |
| 4. TRUST BOARD OF DIRECTORS MINUTES | |
| <p>a. To approve the minutes of the following meetings: Trust Board Meeting held on Wednesday 29th March 2023.</p> <p>The minutes were approved as a correct record.</p> | |
| <p>b. Review of Action Tracker</p> <p>See paper copy for details of actions completed.</p> | |
| <p>c. Matters arising from the Minutes.</p> <p>None to raise.</p> | |
| 5. Strategic Business Plan Update report – to receive and scrutinise | |
| <p>Document circulated in advance.</p> <p>CEO explained that this document gives an update on the objectives achieved so far and progress and activity undertaken.</p> <p>The Trust has received approaches from other schools about joining Nexus MAT, and the CEO has submitted a tender to the DfE to become a Flexible Working Ambassador MAT. These Ambassadors are linked to the Teacher Wellbeing Charter which the DfE have created. The aim is to encourage the sector to be more flexible in the way it manages and allocates teachers and MATs are invited to volunteer to be Flexible Working Ambassadors.</p> | |

Directors noted that an education expert (E) had visited Discovery Academy. What was the feedback on this visit? The feedback was positive. CEO explained that these visits take place routinely by education experts to all newly-opened schools. These visits take place virtually and are commissioned by the DfE.

The EE was positive about all aspects of the school and the CEO acknowledged the great work done by the Executive Head at Discovery. The EE was made aware that the most significant risk to the school would be a request from the LA to increase numbers of pupils beyond the school's capacity.

Is this a policy which is likely to be pursued by an incoming Labour government, to not open as many special schools and have more children in mainstream schools? Discussion is ongoing on this issue but there are no definitive answers as to why the number of children in special schools is rising but funding is not rising accordingly. Labour's education policy has yet to be defined.

Is there a danger that the school could dilute its ethos and values if we continue to increase numbers? CEO is confident that this will not impact on the school's values and ethos. The Executive Headteacher's approach is to possibly set up a satellite for Discovery and options are being explored. We have been able to accommodate the increases whilst retaining standards and quality at Abbey, and the CEO believes this hearkens to the strengths of the Executive Headteacher.

The CEO reminded the Board that we are not in control of admissions to our schools.

Is the Interim Executive Board (IEB) at Holgate Meadows the same as the IEB for Heritage? CEO explained that we have agreed to put in place a Transition Board at Holgate. Both Holgate and Heritage are currently part of a Foundation Trust with a federated governing body, which is now the IEB.

Nexus is currently the named sponsor for Holgate and our judgement is that a Transition Board is required which is accountable to the IEB. This should allow us to move the school forward in preparation for them possibly joining the Trust in future. However, the CEO has requested that the federation is ended.

Directors referred to the section on Page 7 relating to commissioning of the viability study for growth in the hospital school sector. What is this referring to? CEO explained that as a Trust we are experienced in hospital education. All hospital schools work with vulnerable pupils and growth in this area would move us towards regional and national growth. The viability study will assess if this is a likely area of growth, for the Trust to then consider further.

How many hospital schools are there across the country? The figure is unknown and the DfE do not have this data either.

Heatherwood and North Ridge (page 3) – is there any update on these discussions with Doncaster LA? The meeting with Doncaster LA was positive and we are now forging positive relationships with their middle management colleagues.

| | |
|---|-----------------------------------|
| <p>Recovery Plans (page 8) – which schools do these refer to? CEO met with two schools to look at plans being put in place for financial viability. There are 5 schools altogether and the main concerns are around Hilltop and Coppice which will finish the year with significant deficits. However, we do expect that both schools will grow in the next two years and this growth will bring viability.</p> <p>Pennine View will carry forward its deficit to next year and will be viable; Bader are considering increasing classroom size.</p> <p>Does this signal growing financial pressures relating to the Trust generally? No, notwithstanding the fact that we have uncertainty about the national education budget. We have exceptional instances in a few of our schools, but we feel we can resolve these issues safely and effectively.</p> <p>Schools that are showing deficits are being supported by surpluses from other schools, how does this work? The Trust is using pool funding in the bank account to enable licensed deficits.</p> <p>Will we ever reach a stage where this is no longer possible, and we have to use cash reserves? CEO does not feel this is a likely scenario.</p> <p>Directors thanked the CEO and colleagues for their high quality work on this report.</p> | |
| <p>6. Academies Dashboard Report – to scrutinise</p> | |
| <p>6.1 Appendix A – Dashboard – to scrutinise</p> <p>This document has been discussed at Standards Committee already. There is a separate report for academies who are currently receiving interventions. There were some specific questions which have been noted under 6.2.</p> | |
| <p>6.2 Schools subject to targeted support and intervention report – to scrutinise</p> <p>Questions were raised as follows:</p> <p>Relating to Hilltop, the colours on the dashboard indicate deterioration in a number of areas. Is this presenting a risk to the Trust? The CEO reassured Directors that the impact of the Schools Performance Scrutiny Board has meant that these downgrades have come from that Board rather than the school themselves. There have been a range of HR issues relating to this school and we have confidence in the Headteacher’s management of the school. The CEO is confident that there is a clear plan in place on the way forward for these schools.</p> <p>Directors agreed this was a really useful report which summarises clearly the priorities in terms of improving our schools.</p> <p>This report will be updated on a termly basis and brought to Board meetings as appropriate.</p> | <p>CEO Summer 2023</p> |
| <p>7. Consolidated Budget Monitoring Report – Period 6 – to receive and scrutinise.</p> | |

| | |
|--|-------------------------------|
| <p>The main points to note are:</p> <p>This report provides the forecast from the End of February and there has been very little change since the last forecast.</p> <p>Forecasts now include assumptions for the latest support staff pay offer which has still to be formally agreed.</p> <p>Projected in-year position – could the report include a line that tells Directors what the total outturn is forecast to be, including carry forwards from last year? KS explained that we are forecasting a carry forward of £5.1m.</p> <p>Total Reserve Position – could this be renamed End of Year position? Yes, KS to action.</p> <p>Bank Balance (summary tab) – how do we compare from a ‘cash at bank’ perspective? Are we in a healthy position? KS explained that in terms of easily accessible cash we are confident we are in a good position and we are receiving a good rate of interest on our current account.</p> <p>Do we measure what our liquidity days are? No. We have the Balance Sheet figures in the report and could consider adding this data in future.</p> <p>Directors thanked KS for the summary report which is really clear and much easier to understand.</p> <p>7.1 Proposal for consolidation of Devolved Formula Capital 2023-24 – to take a decision.</p> <p>KS explained that we are looking at around £120k at Trust level and propose to consolidate this to spend on priority areas identified across the Trust.</p> <p>Are all Headteachers on board with this proposal? The CEO has consulted with all Headteachers and has not received any negative feedback.</p> <p>Directors approved this proposal in full and unanimously.</p> | <p>KS May 2023</p> |
| <p>8. Holgate Meadows – Due Diligence – to take a decision.</p> | |
| <p>The CEO referred to the report circulated in advance of this meeting. The recommendation is that Directors agree to this conversion with the caveat that the viability of the budget is improved. We are confident that the leadership capacity is now in place in the school to allow rapid progress to be made and we expect the school to achieve a Good grading from Ofsted within 5 years.</p> <p>The CEO explained that we aim to diversify the cohort of students at this school to ensure that we have the right students in place. This school will present a challenge and CEO recommends to Directors that we approve this proposal on the condition that we have a clear budget viability plan that is brought back to Directors for scrutiny in the autumn.</p> | |

Directors agreed that a conditional decision would be made in principle today based on a viable financial plan being brought back to the Board in the summer term.

A further final decision will then be made in the Autumn term when all the above conditions have been met. The earliest that conversion could be expected would be January 2024.

Will the cost of any redundancies as a result of restructuring be covered by the LA? Yes.

The CEO stated that Holgate Meadows is not yet part of Nexus and we are clear on the accountability framework for this. It is difficult to reassure Directors on whether there could be any reputational risk associated with taking on this school. However, the school is currently judged as Inadequate and workforce changes and reductions are necessary to accommodate the fall in roll. The Transition Board currently in place at the school needs to be clear about the situation of the school and oversee the necessary changes.

Can the HR processes required be completed by Christmas? Yes, we are confident that this will be achieved.

Is attendance at the school attributable to parental attitudes? How confident are we that we can have a positive impact on this? CEO explained that issues around attendance at the school are interlinked with students being in the wrong setting for their needs. This could result in a rise in the number of permanent exclusions put in place, if placement changes aren't made by the LA.

How much resource would be needed with this school to get it to where it needs to be? Does this excite you and what considerations have we had about resource and capacity? CEO feels we can make a difference and that the school needs to have the resources within itself to improve. We also need to ensure that the right resources are in place to ensure that positive changes can happen, and the Trust appointed to that capacity in September 2022 in anticipation of this type of project.

Where does the current £2.1m deficit in the school currently sit? This is with the LA and they will retain this because the school is inadequate.

Is the school building fit for purpose and are there any high risks in this area? The building is reasonably new and has good potential.

Directors approved this proposal unanimously and *in principle subject to* the full financial report being brought back to Directors in October 2023. The final decision will be made following scrutiny of the final report, with a view to conversion taking place in January 2024.

**CEO
October 2023**

9. Policy Review Report – for Directors to take a decision.

| | |
|--|--|
| <p>The CEO talked through the main change is to the Disciplinary Policy, as per the report.</p> <p>Directors agreed the policy unanimously.</p> | |
| 10. Risk Register – to scrutinise | |
| <p>This has been discussed at the Standards Committee and the Audit and Risk Committee and updates have been made accordingly.</p> <p>Directors noted the updates and didn't request further changes.</p> | |
| 11. Capital Scheme Tender Process – to take a decision | |
| <p>JH explained that this relates to the West Riding campus of Kenwood which is based in Barnsley. Phase one of the redevelopment is underway and is due to be complete by the end of May.</p> <p>Phase 2 of the redevelopment will add a further three classrooms to the building. We are not expecting this to be ready by September and have contingency plans in place for a short-term solution.</p> <p>JH is seeking delegated authority from Directors to take the decision around the tender. One of the key distinctions on this project is that it is entirely funded by Barnsley Council so there is no risk to Nexus or its finances.</p> <p>Phase 2 is likely to cost around £700k. Phase one and 2 in total will cost around £1.2m.</p> <p>The project is being delivered by a company called West8 and they are delivering a quality project so far, although we do have concerns about the pace of the work being undertaken.</p> <p>Is Barnsley MBC happy with this? How is it being reported on? Yes, they are happy with the project and at the end of the tender process JH will circulate the outcome of the decision to Directors.</p> <p>How and where do we advertise the tender opportunities? We have not advertised this through a formal framework. We have used contractors recommended by Barnsley MBC and that we have used previously.</p> <p>This proposal to allow delegated authority to the CEO was unanimously approved by all Directors present.</p> <p>The CEO explained that we will be proposing to increase the delegated authority amount from £250k to £500k as this is a more realistic figure. This will form part of the Delegated Powers Handbook which will be brought back to the Board at the June meeting.</p> | |

| | |
|--|---------------------------------------|
| <p>JH explained that we have three schools (Pennine View, Coppice and Beech) where we are considering building extensions with various timelines and tracks in place on these. Consideration needs to be given as to whether these should be procured together – however, this would exceed the delegated authority of the CEO. JH proposed that delegated authority is brought to the A&R committee on 15th May.</p> <p>JH is confident that we will be able to give Directors a full breakdown of quotes at the next A&R Committee and the request is to delegate authority to this committee rather than the full Board because of the timing.</p> <p>The A&R Committee would be approving the outcome of the tender process.</p> <p>The proposals were approved unanimously by all Directors present.</p> | <p>JH 15/05/23</p> |
| 12. Proposed new Director/ Advisor – to take a decision | |
| <p>AC, RP and SB met with potential new Director, Tina Havenhand and gave details of her background as director of an accountancy firm in Sheffield and also Vice-Chair of Rowan special school. She has a strong background in finance and accountancy practice and on governance.</p> <p>Directors agreed that she would be a valuable addition to the Board.</p> <p>Was she comfortable with the Trust model? AC explained that as a governor at Rowan she was familiar with this type of model and she had researched the Trust extensively and is keen to be part of it.</p> <p>TH's appointment to the Board was unanimously approved by all Directors present. This will now be taken to Members for final approval.</p> <p>CEO to write to members requesting responses by Friday 12th May.</p> <p>This appointment will ensure the Board has its full complement of 11 Directors.</p> <p>Rosie Andrassy – a panel of Directors are meeting with Rosie on 2nd May regarding the role of Advisor to the Board.</p> | <p>CEO 12/05/23</p> |
| 13. Proposed new Director Induction Programme – to take a decision | |
| <p>CEO explained the new proposal for an induction programme for new Directors. There are 8 workshop sessions in total and Directors are invited to input into these as appropriate. Workshops will be up to 2 hours each and can be held in person or virtually. A programme will be developed over the summer.</p> <p>Could existing Directors attend these sessions? Yes.</p> <p>Could a workshop be included on financial systems within the Trust? This will be picked up from the reports that are brought to Directors.</p> <p>The proposal was approved unanimously.</p> | |

| | |
|---|---------------------------|
| 14. Proposed central Trust structure 2023-24 – to scrutinise* | |
| *Document to be circulated via email and not put on GovernorHub. Officers other than WC to not attend this item. | |
| This item was minuted confidentially as a separate appendix. | |
| 15. Proposed 2023-24 meeting dates – to take a decision | |
| Agreed in principle. Request for the Director Development Session to be moved from 27 th September to 11 th October. | Clerk 24/05/23 |
| 16. Any Other Urgent Business | |
| Capital Projects – already covered under item 11. | |
| 17. Review of Risk | |
| 17.1 To consider any new risks identified during the meeting for referral to Trust Committees. | |
| 18. CONFIDENTIALITY | |
| 18.1 To consider the confidentiality of any items discussed during the meeting. Items minuted confidentially as appropriate. | |
| 19. DATES OF FUTURE MEETINGS | |

| | | |
|--------------------------------------|---------------|------------------|
| Wednesday 24 th May 2023 | 17:00 – 19:30 | Via Teams |
| Wednesday 28 th June 2023 | 17:00 – 19:30 | Nexus HQ |
| Wednesday 19 th July 2023 | 17:00 – 19:30 | Via Teams |

Minutes approved

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

