



## Nexus MAT Board of Directors Meeting Wednesday 24<sup>th</sup> May 2023 5 pm - 7.30 pm Via Teams

<b>Attendees:</b>		
Rachel Potts	Director/Vice Chair of Trust Board of Directors – Chair	Chair
Gillian Askew	Director – until 6.30 pm	GA
Steve Booth	Director	SB
Sue Shelley	Director	SS
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 – until 5.50 pm.	KS
Jacky Tattershall	Assistant CEO – Quality Assurance and Improvement	JT
Lucy Fisher	RLB – for Item 6 only.	LF
Colin Bradley	Observer	CB
Tina Havenhand	Observer	TH
<b>Apologies:</b>		
Ray Palmer	Director	RPa
Andrew Child	Director/Member & Chair of Trust Board of Directors – Chair	AC
Peter Castleton	Director	PC
Mark Greenwood	Director	MG

1. WELCOME & APOLOGIES FOR ABSENCE	ACTIONS
<p>1.1 Welcome &amp; receive apologies for absence.</p> <p>Apologies were received for RPa, AC, PC and MG.</p> <p>The Chair warmly welcomed CB and TH to the meeting, who are here as observers before starting their respective term as a Director of Nexus MAT from 1 June 2023.</p>	
<p>1.2 To accept apologies for absence</p> <p>Apologies were accepted for RPa, AC, PC and 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>Update on letter to Sheffield City Council</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 8 – noted SBs interest in this item but can remain in the meeting.</p>	
4. TRUST BOARD OF DIRECTORS MINUTES	
<p>a. To approve the minutes of the following meetings: Trust Board Meeting held on Wednesday 26<sup>th</sup> April 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. See notes of completed items.</p>	
<p>c. Matters arising from the Minutes.</p> <p>None to raise.</p>	
5. Willows School Due Diligence – to take a decision	
<p>Document circulated in advance.</p> <p>The CEO explained the background to this school building, which is a reasonably recent non-PFI build. The school has historically been in a healthy financial position and will benefit greatly from working with other schools in the Trust.</p> <p>The CEO explained that there is a risk of some financial pressure next year, but the school currently has a healthy surplus. However, there are no real concerns about the school's position. Moving forward, the Willows is likely to encounter the same</p>	

problems as all schools are currently facing. The CEO is confident that any risks the school brings with it can be easily accommodated and managed by Nexus.

Directors noted that this is a very strong and detailed report which explains fully the rationale behind the proposal.

**Page 5 – in terms of predicting future funding, the in-year deficit is predicted to be £192k in 2024-25 – what is this? Should we be concerned about this?** The CEO explained that this is not an unusual comparison with some of our other schools and the forecast is based on what would be likely to happen if there was no input or support from Nexus.

The CFO explained that these figures were the forecasts made when the report was initially written. However, the figures increase in accuracy as the year progresses. Since the report was written the deficit has reduced to around £135k in 2024-25. We are confident in making these assumptions to ensure that these schools remain viable.

**Page 5 – how do we use the benchmarking service? Directors noted that staff costs equate to 81% of the total budget. Is there any validity in using this service and what is it compared against?** This is compared against other schools, but we use the benchmarking service with some reservations as it measures mainstream and special schools in the same way which leads to some unhelpfully misleading indicators in the data.

**Directors referred to the risks outlined in the report – leadership and quality of education. Is the Trust confident that these issues will be addressed?** Yes, the work being done by JT and the Trist team will help to address these issues. JT has visited the school and quality assurance processes are now being put in place. The school is very keen to benefit from any support the Trust can offer, and leaders are working closely with us to ensure that any areas or issues are addressed.

**Directors unanimously approved the proposal to proceed with the Willows conversion to Nexus MAT and look forward to working with them in the future.** The conversion should be completed on 1<sup>st</sup> September 2023.

KS left the meeting at 5.50 pm.

## 6. Trust Estate Needs Analysis to receive and scrutinise

Presentation circulated to Directors in advance. JH explained the background to this item.

In the summer of 2022, the Trust went out to tender for a commercial asset partner and RLB were appointed. Since then, a condition survey has been carried out across all our sites.

JH explained the latest annual allocation of SCA funding of £500k will increase to c£750k from 2023-24. This is in addition to devolved formula capital.

LB explained that RLB have a building surveyor along with mechanical and electrical surveyors who visit each site to carry out a range of assessments and condition surveys of equipment and facilities. They assess the condition of elements against its life expectancy and attribute a grade from A-D where A is very good and D is Poor. A severity allocation is also given using the same scale. Each site is risk rated along with each element assessed and costs are allocated accordingly.

Year 1 and 2 condition priorities were discussed along with the works required. This Trust is also looking at the option of installing LED lighting where possible.

The Trust team is working with a charitable partner to undertake audits across our sites around decarbonisation and how this could be achieved.

Decarbonisation priorities include installation of solar panels, renewable heating systems, insulation, biophilic design projects etc.

Fire strategy – this was identified as an overriding priority to termly health and safety audits and fire drills to ensure our sites are safe and that children can be evacuated safely. ProActive audit this area of compliance and report directly to the Audit and Risk Committee. One area highlighted was the need to update some of the fire risk assessments across the estate.

The Trust team will now work with our Headteachers and site supervisors to ensure that the lower cost issues that were identified in RLB's audit addressed and prioritised as required.

**When we look at the headline conditions issues, have we included looking at the different archetypes?** JH explained that the decarbonisation audits would start to pick up on this for our estate. Also, we are working with an organisation called 'Achieve Your Goals' who are supporting us to access elements of grant funding around sustainability. They have given us 2 sets of kit, worth £10k each, which they are installing into Coppice and Hilltop which will allow us to identify where and how energy is being used. We are hoping to obtain funding to roll this out to our other schools as well.

**Are RPA still running the training that they delivered for Directors a while ago as this would be a useful refresher for Directors?** JH explained that we receive occasional updates from the RPA but not relating to training at the moment. JH will flag up any training as and when it arises and circulate this to Directors.

**This is a really good, clear set of priorities – how far off are we from getting a 2–3-year indication of what the priorities might be?** JH explained that LED schemes are the next phase that we would be looking at. We are pleased that we do not have a large number of high-cost condition issues that need immediate attention. JH reminded directors that the Trust needs will naturally change over the next 2-3 years as the Trust grows, as there is no static baseline.

**Will this help us with our energy usage and efficiency and how we use the buildings that we have?** Yes, we have linked this to the net zero work, and it also forms part of the Eco Schools Award that we are currently working towards in some of our schools.

<p>Directors thanked LF and JH for this report.</p>	
<p><b>7. Briefing on commissioning and Accountability review – to receive and scrutinise.</b></p>	
<p>JH overviewed the report, stating that the main points to note are:</p> <ul style="list-style-type: none"> <li>• The intent was for the DfE to publish more information about what constitutes a strong MAT and what impact this has on their own decision making.</li> <li>• The CEO explained that the changes should not have a significant impact in how Nexus MAT already operates, and just clarify regulatory oversight. There is nothing in this document which affects the way we are currently operating.</li> <li>• The second chapter of the document relates to the approach to Trust quality and commissioning and the DfE have added elements around governance and leadership quality.</li> <li>• Chapter 3 relates to supporting trusts to improve and refers to professional development, new development and mentoring programmes.</li> </ul> <p>The next steps are for this to be discussed at the Directors’ Development Day in October. Commissioning and accountability review to be added to the agenda for the Development Day.</p> <p>The CEO feels that this document does not make any major changes but aims to provide more transparency about the DfE’s decision making processes.</p> <p><b>Are the descriptors for quality in this report out for consultation?</b> Yes, JH will send a link to this document to Directors. Descriptors are expected to be finalised around September this year.</p> <p><b>What do we need to do with this report now?</b> As a Board we have received and considered its contents and we now have to wait and see what happens next, with a commitment to review further at the development day.</p>	<p><b>CEO/Clerking Services 11/10/23</b></p> <p><b>JH 28/06/23</b></p>
<p><b>8. DfE MAT Chief Executive Officer Competencies – to receive and scrutinise.</b></p>	
<p>The document was circulated in advance.</p> <p>The CEO explained the main points of this document which matches the practices we currently have in place. The performance targets of the CEO are linked to the Strategic Plan and are purposeful and about what is important to Nexus MAT.</p> <p>CEO to include updated documentation for this performance management and link them to the targets in this document.</p> <p><b>The Chair stated that Talent Management is referred to several times in this document and refers to the crisis of recruitment to teaching posts – do we have enough assurance as a Board on this?</b> CEO stated that, as a</p>	<p><b>CEO 28/06/23</b></p>

<p>Trust, we do not have a recruitment issue with teaching posts and our retention of staff is very good. The Standards Committee receives the HR scorecard as a standing item, and the Trust also publishes its annual workforce statement. Directors were clear that the Trust has a strong talent management and structure in place across all schools.</p>	
<p><b>9. Allocation of Directors to committees – for Directors to take a decision.</b></p>	
<p>CEO explained that it is essential that we have a working, quorate membership of the committees for them to function effectively. CEO suggested that the two new Directors be allocated to the committees as follows:</p> <p>CB – Standards Committee TH – Audit and Risk Committee</p> <p>Quoracy currently stands at a third of the Director membership to be able to approve any proposals or make decisions.</p> <p>Both CB and TH agreed to these allocations which were supported by all present.</p> <p>Clerking Services to ensure that the membership for these committees is updated for the remainder of this year and for next year.</p>	<p><b>Clerking Services</b> <b>28/06/23</b></p>
<p><b>10. Policy Review Report – for Directors to take a decision</b></p>	
<p>The CEO explained the proposal in the report is to amend the Scheme of Delegation in relation to the practice around Parent Governors.</p> <p><b>Directors unanimously approved this proposal.</b></p> <p>JH to ensure that the latest version of the Scheme of Delegation is updated on the website and included in a Policy Briefing.</p>	<p><b>JH</b> <b>28/06/23</b></p>
<p><b>11. Proposed advisor to Board – to take a decision</b></p>	
<p>The CEO explained that there is now a full complement of 11 Directors on the Trust Board. However, three Directors will be stepping down next year.</p> <p>For succession planning purposes, it is proposed that we appoint three Advisors to the Board to allow them sufficient time to become familiar with the workings of the Trust over the next 8-12 months with a view to becoming full Directors in due course. However, this wouldn't be a commitment. Advisors will have voice on matters but will not be able to vote on any issues put to the Board.</p> <p>A group of Directors has met with Rosey Andrassy who is interested in joining the Board in due course. Her background was explained, and she has lots of relevant experience which would be useful to the Board. She puts children at the centre of all her work and is keen to improve the quality of education and outcomes. CEO is</p>	

<p>confident that her values closely align with those of Nexus and recommended her to the Board as an Advisor.</p> <p><b>Directors voted unanimously to approve her appointment of Rosey Andrassy as an Advisor to the Board in the capacity already outlined.</b></p> <p>CEO will now advise her of the dates of meetings for the rest of this year.</p> <p>CEO will liaise with the new Directors and Advisor to the Board regarding the new induction programme for Directors.</p>	<p><b>CEO/Clerking Services 28/06/23</b></p> <p><b>CEO 28/06/23</b></p>
<p><b>12. Any other urgent business</b></p>	
<p><b>Letter to Sheffield City Council</b> – CEO explained that the press have run with a story in the last week that Sheffield College is seeking decommission its Peaks Campus, and the CEO understands that the LA have held talks with Sheffield College about this site being used for their SEND and sufficiency needs. We have not been consulted on this and feel that the Peaks site would be an ideal setting for our Kenwood Academy Sheffield provision.</p> <p>CEO has now formally written to Sheffield City Council to express an interest in taking the site on, and has received a response from the Acting Director of Children’s Services stating that they will investigate this matter urgently and feed back to us in due course.</p> <p>Will await further developments on this issue and CEO will update Directors accordingly.</p>	<p><b>CEO 28/06/23</b></p>
<p><b>13. Review of Risk</b></p>	
<p>13.1 To consider any new risks identified during the meeting for referral to Trust Committees.</p> <p>Nothing to raise.</p>	
<p><b>14. CONFIDENTIALITY</b></p>	
<p>14.1 To consider the confidentiality of any items discussed during the meeting.</p> <p>No issues raised.</p>	
<p><b>15. DATES OF FUTURE MEETINGS</b></p>	

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**

<b>CHAIR</b>	<b>SIGNATURE</b>	<b>DATE</b>