



Nexus MAT Board of Directors Meeting
Wednesday 18 October 2023 5.00 pm - 7.30 pm
The Coleman Suite, Nexus Head Office, 300 Meadowhall Way,
Sheffield, S9 1EA

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 (via Teams)	CB
Peter Castleton	Director	PC
Naveen Judah	Director	NJ
Tina Havenhand	Director	TH
Also Present:		
Warren Carratt	Chief Executive Officer	CEO
Joel Hardwick	Assistant CEO – Corporate Affairs	JH
Victoria Morris	Adviser	VM
Karen Smith	Chief Finance Officer (via Teams)	KS
Jacky Tattershall	Assistant CEO – Quality Assurance and Improvement	JT
Renata Robins	Governance Clerk	RR
Apologies:		
Rosey Andrassy	Adviser	RA
Mark Greenwood	Director	MG
Sue Shelley	Director	SS
Ray Palmer	Director	RPa

1. WELCOME & APOLOGIES FOR ABSENCE	ACTIONS
<p>1.1 Welcome & receive apologies for absence</p> <p>Apologies were received for RA, MG, SS and RPa.</p>	
<p>1.2 To accept apologies for absence</p> <p>Apologies were accepted for RA, MG, SS and RPa.</p>	
2. ITEMS FOR AOB	
<p>Chair to determine any items of urgent business to be considered.</p> <p>Items noted below.</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>3.2 The Chair, SB and PC have a declared interest in Item 14 of the agenda.</p>	
4. NEXUS MAT BOARD OF DIRECTORS MINUTES	
<p>4.1 To approve the minutes of the following meetings: Trust Board Meeting held on Wednesday 19th July 2023.</p> <p>The minutes were approved as a true and accurate record.</p>	
<p>4.2 Review of Action Tracker</p> <p>Action Tracker was updated as appropriate.</p>	
<p>4.3 Matters arising from the Minutes.</p> <p>None raised.</p>	
5. ACCOUNTING OFFICER ANNUAL REPORT – TO APPROVE	
<p>CEO explained that the report had been discussed in detail by the Directors at their Development Day last week. Suggestions made had been implemented in to the report. No further questions were raised on this report.</p> <p>Report was unanimously approved by the Board.</p>	
6. BUDGET MONITORING – TO RECEIVE AND SCRUTINISE	
<p>KS explained that an error had been found in some of the variance tabs in the original P12 management report, which KS had now corrected and circulated on GovernorHub as 'Consolidated Management P12 – Corrected'. KS stressed that it did</p>	

not impact on any of the figures given in the summary tab and remained unchanged from the P11 report previously discussed.

RP asked: when it was likely that that non-teaching staff pay award would be resolved? CEO responded that looking at the precedent, when it was last delayed it was resolved in March 2022, so that it could be back-dated from April 2021. Therefore, it would be prudent to work on the April to March timeframe. However, it was not clear regarding union action/acceptance.

6.1 Hilltop Deficit Report

KS stated that the key question the report is seeking to answer is “was this late deterioration unavoidable and unknown or should it have been picked up earlier?” KS stated that corporate Finance should have picked up on the situation earlier and practice needs to change. However, there were a number of mitigating circumstances:

KS explained the three things to bring to attention from this report:

1. Unplanned Corporate Finance personnel changes had made forecasting quite difficult – three moves between central finance leads took place last year. Hilltop also saw personnel changes – a new
2. Headteacher started last September and the Office Manager left at the end of the year. Communication around, in particular, agency spend and what had been committed and what was likely to be spent in the latter months was not effectively in place and should have been picked up earlier.
3. Restructuring at Hilltop - Staff contract changes at Hilltop were in a state of flux throughout the year following industrial dispute, and corporate finance did not keep a robust grip on these developments.
4. Income uncertainty –In year deficit of £244k had been reduced to year end of £187k as some unconfirmed income has been received. The challenge is to get income certainty around bespoke income packages far earlier in the year from the local authorities well before the end of August. For one pupil, this income discrepancy stretches back years which needs resolving.

Action: KS is talking with the executive leadership team, other finance colleagues and Headteachers to ensure there is greater rigour around getting earlier answers from local authorities regarding bespoke income. Ensuring in the forecasts that, where there is uncertainty, it is flagged and understood will be key, and it needs to be clear to everybody by ensuring there is an audit trail around the conversations that are being had in place.

KS informed the meeting that some of this will be naturally fixed by the new budgeting system and some will require better local authority collaboration. KS is working with Wayne Greenhoff, the new regional finance lead working with Hilltop, to make sure their forecasts are as robust as possible and ensure that their in-year position is kept as close to the approved budget as possible. KS will ensure that in the management reports that are coming to the board, where there is uncertainty around the bespoke income, that the risk is flagged earlier on and not included as income assumptions unless the CEO has agreed that there is minimal risk to include

KS/CEO

it. At the moment, the practice is to include this income on the basis that it is likely to happen and then there is still uncertainty at year end and, that's challenging and it is confusing for all.

GA asked: was it usual for that bespoke income not to be confirmed by the local authority? CEO stated yes, this was common. There was a detachment within local authorities between SEND assessment officers who understand the need to maintain placements and recognise the requirement for additional funding, and school finance managers in corporate finance who approve the expenditure without any accountability for quality of provision, or commissioning in the first place.

CEO stated that the frustration was that this did not emerge until P11. There was no actual material risk to Nexus MAT by virtue of the deficit. The CEO believes that Hilltop can repay this debt within a 3-year period, possibly earlier.

PC asked: in 4.2 reference was made to the deficit being under-written by the Trust and reference is made to a budget recovery and a repayment plan. What is the outline of this? What does the latter entail? What are the implications for the functioning of the school, in particular relation to the underwriting of this? What is the impact on the trust on that sum of money being owed? CEO responded that the repayment plan would follow a very similar format to what was in place at Craggs in 2019, to underwrite their deficit. CEO reminded directors that what is of paramount importance is the quality of provision, and that needs to be sufficiently good. Repayment of a deficit needs to come as a second order matter, as the Trust had the financial resilience to underwrite this. CEO stated that Nexus MAT need to exercise a strong sense of ownership and rigour around repayment of Hilltop's deficit whilst also having a flexible approach with a 3-5 year repayment plan. Nexus MAT ended last year with a revenue reserve of over 10% and this year it is looking to be higher. The finance structure has been strengthened significantly to avoid this happening again.

PC asked the CEO: will you not expecting any significant impact on pupil provision? CEO stated there will not be any inequality of provision. However, Hilltop have been heavily reliant on agency teaching assistant staff in the past and that needs to stop.

RP asked: we had already heard about the actions of the Headteacher re: restructuring, what else could he do and what will be the impact of this on the children, staff morale and on staff as we had heard before that staff morale was low, sickness levels were high. CEO responded that the Office Manager had changed which removes a risk. More broadly, morale is better in school though sickness is high across the sector and Hilltop will have to cope with this, as all schools have to. There are no specific or extenuating circumstances at Hilltop that other schools aren't also experiencing, and other schools haven't overspent to the same extent.

RP asked: what was the escalation of the Rotherham income issue now? CEO responded that we had learned from this and we will speak to the right people at Rotherham and this is easy to cut through. Our approach had always been to be reasonable. Ordinarily, escalation by senior leaders at Nexus MAT with the threat of legal challenge has worked.

GA asked about the piece of work that the procurement lead was doing on supply teacher infrastructure: would that help to prevent some of the escalating supply teacher costs? CEO responded that the issue with Hilltop was supply TAs. This was covered in the report. Reconciliation needs to be more robust.

NJ asked: It is strange not having the income confirmed? If this is very common, why is this manifesting only in Hilltop and not in other schools? CEO responded that we have a stronger grip in other schools and better understanding as they are reporting in to their finance partners. The changes in personnel in the Trust's corporate finance and within the school explain the issues at Hilltop, but they don't excuse them.

NJ asked: Does the request for funding not align itself with the local council spreadsheet? CEO stated that the council do not keep an accurate record of how they fund Nexus schools. Our records should be spot on.

SB asked KS: the current deficit estimate has gone down to £180K? Yes, the current estimate year-end has gone down to £187 for Hilltop. **SB asked: On the P12 report, why is it still at £244k?** KS responded yes, that £187k is our draft year end position and figures will be sent out next for each school, now that all year-end figures have been inputted; we have sent the trial balance reports to auditors where we think year end has actually landed. This P12 report is still forecast before everything had been put into the system. That figure has improved because we have certainty over half of that income which we did not have before and partly because we have discovered teachers' pay and pension grant was paid in a different way and that is what has bought it down and improved the position.

NJ asked: just following on talking about certainties and uncertainties, are we taking the prudent approach so that no bad news from a prior year is going to affect the current year, is that right? KS responded: We will not be including any uncertainties in our forecasts for 23/24 and will be very transparent where we are assuming that. In terms of generally, our budget that was set for 23/24 versus where we are at the moment: there have been a lot of changes since that budget was set and for some schools they are likely to have deteriorated because of teacher's pay award; different minimum funding guarantee level and greater certainty of pupil numbers since September. We will be looking in detail at all the assumptions we are making around non-staffing, costs and whether they look realistic as well as the income assumptions.

RP asked: in this report we have clearly got the contributing risks and mitigations and parallel to this is the recovery plan/action plan that is agreed with the school with specific timescales? CEO responded that yes, the task given to the Headteacher and Executive Regional Director was to ensure value for money in the expenditure of the school.

7. 2023 WORKFORCE ENGAGEMENT STATEMENT – TO RECEIVE AND SCRUTINISE

CEO explained that the report had been discussed in detail by the Directors at their Development Day last week. Suggestions made had been implemented in to the report. No further questions were raised on this report.

<p>Report was unanimously approved by the Board.</p>	
<p>8. STRATEGIC BUSINESS PLAN UPDATE REPORT – TO RECEIVE AND SCRUTINISE</p>	
<p>CEO provided some highlights from the report. The Bishop of South Yorkshire has asked to work with Nexus MAT to ensure our communities are reflected in the Diocese strategic plan.</p> <p>The school year started as it ended – in a whirlwind. The CEO is really proud of the installation of the new classrooms for September and the Board of Directors should take great pride in that, JH and his team in particular made a herculean effort to install classrooms at very short notice so that our schools could hit the ground running.</p> <p>CEO is excited about the growth prospects for the Trust, which are already generating huge amounts of work.</p> <p>RP asked – you said it was getting busy, and that we are also supporting an inadequate school in Nottinghamshire. What does that input into the school look like - how are you structuring things? CEO referred directors back to the questions they asked when the trust was taking on Harlow Academy in early 2022. The solution has got to come from within the school itself and an established and successful Headteacher is being provided by Nexus MAT to work in a consultant capacity. Our job is to enable and facilitate.</p> <p>RP asked – you talk about the New Heads/Heads of School Action Learning Sets and work on local governance. I wonder if there is any outcome? CEO stated the broad outcome was that Heads felt satisfied where they were with local governance and recognised that they needed to take an assertive role to shape how purposeful and impactful visits were in between meetings. There was sharing of good practice across the table.</p> <p>SB asked – on page 3, the Trust had been commissioned by the DfE to provide 10 days of support for the Esteem Trust, Derbyshire. Is this paid? CEO confirmed this was a paid commission of £6k, which he was providing support for.</p> <p>GA asked – in the report it states that Derrymount was an inadequate school and as the Trust’s geographical reach is broadened, GA wondered about the employability of adults with SEND and the demographics of these locations; what are the employability opportunities and how does the Trust ensure, wherever possible, we create similar employment opportunities for all our pupils? CEO reminded Directors that we have a Strategic Transitions Link in post (Richard Webster), and we have some very good links with Rotherham and North Notts College. Our aim is to develop those strategic pathways to be more robust and supportive in moving students on to FE provisions as opposed to staying in special education. Abbey are a great example of securing positive outcomes for pupils by moving them on at the end of Key Stage 4, rather than keeping them into Key Stage 5. Ultimately it comes from within the school. Local authorities are very open to partnership work, especially Nottinghamshire County Council.</p>	

<p>GA stated that having worked at Nottinghamshire University for many years, their Widening Participation agenda was a huge priority for them so they would definitely be very open to partnership work.</p>	
<p>9. EXTERNAL AUDIT PLAN AND ANNUAL ACCOUNTS – DELEGATED COMPLETION TO THE CHAIR – TO TAKE A DECISION</p>	
<p>As part of the annual audit we require a questionnaire to be completed by all trustees, or trustees can agree for the Chair to complete this on their behalf of the Board. Last year it was done by the Chair on behalf of the Board. The recommendation is that this year we formally note here that Directors are happy to delegate that task to the Chair.</p> <p>9.1 Trustees' Questionnaire A copy of the draft completed questionnaire was circulated.</p> <p>Both recommendations were unanimously approved by the Board.</p>	
<p>10. SCHOOLS 2022-23 ATTAINMENT AND OUTCOMES REPORT – TO RECEIVE AND SCRUTINISE</p>	
<p>JT introduced this report to give the Directors a summary of what Nexus MAT schools secured in attainment and outcomes. Since 2021 the Trust had been trying to build a system for all the special schools, who report very differently, into a cohesive way. The aim was to bring data to Directors which has commonality around how valid it is. JT explained that this report displays the data at school level which allows questions to be asked. For most of the Trust schools they are meeting a Nexus MAT expected outcome as per the Trust assessment policy.</p> <p>CB asked – on pages 2 and 3, is it basically these percentages that is against their progress against SATs at the end of KS2. Is that correct? JT it is attainment not progress. So, in terms of the national averages, I guess good would be anything better than that really. Yes, anything better than 73% of the grade standard. On page 3 of the report, Coppice was showing two Below percentages, one at 11% and one at 41% an enquired if this was correct? JT confirmed that this was an error and it should read at 11%.</p> <p>RP asked – why Hilltop was not featured in the report. JT confirmed that they assess against EHCP targets and that more work is needed to capture their data.</p> <p>PC asked – would the Headteachers see the value of this report. JT would like to think they would see the value of this report and why the Trust was collecting this data. The Trust Data Analyst has helped schools, were they requested Heads to send whatever they had got and the central Trust put the data into the tables. It is a fine balance as the Trust needs some sort of alignment.</p> <p>Directors received and thanked JT for a very comprehensive first report.</p>	
<p>11. RISK REGISTER – TO RECEIVE AND SCRUTINISE</p>	
<p>CEO stated that the risk register is presented at Board twice a year. More forensic review takes place at the committees and those committee meetings have not yet taken place. CEO asked if there were any suggestions or changes by Directors?</p>	

<p>TH asked – Do schools have their own individual risk register as potentially central is very different? CEO stated that they used to but not anymore. They have individual risk assessments for pupils, Covid outbreaks etc. We have over-arching risk assessments which encompass HR, audit, finance risks.</p>	
<p>12. POLICY REVIEW REPORT – FOR DIRECTORS TO TAKE A DECISION</p>	
<p>The policy review report was considered.</p> <p>PC asked - in relation to the Code of Conduct, why have these changes been made. CEO stated that the code of conduct had been updated in response to a recent HR issue.</p> <p>GA asked – on the Disclosure and Barring Service, it does not expire? No. If somebody is here for 8 years, you would therefore not know if they did anything. CEO stated that there is a duty in our Code of Conduct for employees to inform HR if they have received a criminal investigation. A protective layer is the LADO referral process which is very robust. Nexus MAT does have safeguards in place. If anyone changes role, a new DBS would be required. The CEO reminded Directors that the Nexus MAT policy was compliant with the statutory guidance, and a more robust national system was likely the best solution, which is beyond the gift of the Trust to create.</p> <p>Item 12.1 – Employee Recognition Scheme was reviewed.</p> <p>RP asked – nobody will have that yet but that in several years’ time everybody will need a badge? CEO said that this had been noted already, but that wouldn’t be the case as there has been a lot of turnover over the past 8 years already.</p> <p>Both documents were approved unanimously by the Board.</p>	
<p>13. MEDIUM TERM FINANCIAL STRATEGY – FOR DIRECTORS TO TAKE A DECISION</p>	
<p>KS stated that the document outlined the 3-year budget plan that reflected the budget forecast submitted to the ESFA in July, and all the assumptions and numbers reflected that Board paper already approved. It had been discussed at the Finance & Infrastructure Committee and it was therefore recommended to the Board for publication on the Trust website. The plan going forward would be that this document would be updated at the same time as approving the budget forecast return and published during the summer term, or end of the summer term.</p> <p>Chair asked - bottom of page 9, 4.5.1, a 3% increase in income annually, where that figure had come from? CEO answered this question. Every year our schools grow and what we tend to find is that, looking back over previous years, typically our funding grows by around 3% funding. Of course, this is not guaranteed but it is a trend</p> <p>Chair asked – top of page 10, 4.6.1, inflation at 0% – is this realistic? CEO stated that inflationary increases in teaching and non-teaching are factored in</p>	

<p>separately to general inflation. We are tied into the energy costs now which should keep costs static now, or even see them reduce.</p> <p>GA stated our big spend is in staffing costs and if we fix the energy pricing those are the big spends. The risk is still there but the manifestation of that risk and it would be 9% of a smaller chunk – impact would be smaller.</p> <p>The document was approved unanimously by the Board.</p>	
14. DIRECTOR TERM EXTENSION TO 31.08.2024	
<p>There are 3 Directors whose terms of office expire next year.</p> <p>The Chair, SB and PC have indicated and confirmed that they will step down at the end of this academic year to enable a succession plan to be put into place to replace them.</p> <p>SB and the Chair’s terms of office run until 31 May 2024 and PC’s runs until October. . The proposal is for SB and the Chair’s terms to be extended by two months and for PC’s to be curtailed by two months, so they all end on 31 August 2024.</p> <p>The Chair, SB and PC are happy to do that and this just requires the agreement from Directors that this proposal is accepted.</p> <p>The Board unanimously approved the amended to end dates, with three abstentions by the Chair, SB and PC.</p>	
15. SIGNIFICANT CHANGE PROPOSALS – VERBAL UPDATE	
<p>JH updated Directors:</p> <p>Approval for the additional satellite site (Forest View) for Hilltop and Kelford was received on 29 August, ahead of a 1 September opening.</p> <p>A further business case has been submitted, due to go to the Advisory Board in December, for the addition of a satellite of Pennine View to open, for a Social, Emotional and Mental Health hub for 10 students at the Catholic High School in Doncaster.</p> <p>The next one that we would be looking to submit is Becton School, as the council has asked us to partner with Silverdale School in Sheffield to open a sixth form integrated resource. There would be 30 places to open from September 2024 in a new build. We are looking to do the consultation for this one after half term and submit the business case into the Advisory Board before Christmas.</p> <p>Rotherham North Notts College have contacted the CEO to see if we would be interested in taking on the building that they have in Dinnington. We have said that we are open to exploring this and a visit is planned for 19 October to the college site.</p>	

16. ANY OTHER BUSINESS	
16.1 The Directors should have been invited to the opening of Forest View and we will ensure this is sent out – Thursday 9 November.	JH 20/10/23
16.2 For information: The DfE Regional Director and Director General are visiting West Riding on Friday 20 October. The Regional Director would like to meet with the CEO as one of 'the larger trusts in the region with the larger growth plans' and we take this as a positive.	
17. REVIEW OF RISK	
17.1 To consider any new risks identified during the meeting for referral to Trust Committees. None raised.	
18. CONFIDENTIALITY	
18.1 To consider the confidentiality of any items discussed during the meeting. None raised.	
18. DATES OF FUTURE MEETINGS	

Wednesday 22 nd November 2023	17:00 – 19:30	Teams
Wednesday 13th December 2023	17:00 – 19:30	Extra-Ordinary Meeting – Pre- accounts - Teams
Wednesday 20 th December 2023	17:00 – 19:30	Nexus HQ
Monday 15th January 2024 – AGM	17:30 – 19:00	Nexus HQ/Teams
Wednesday 31 st January 2024	17:00 – 19:30	Teams
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