



**Nexus MAT Board of Directors Meeting
Wednesday 28th June 2023 5 pm - 7.30 pm
Nexus HQ**

Attendees:		
Andrew Child	Director/Member & Chair of Trust Board of Directors – Chair	Chair
Peter Castleton	Director	PC
Mark Greenwood	Director	MG
Rachel Potts	Director/Vice Chair of Trust Board of Directors	RP
Gillian Askew	Director	GA
Steve Booth	Director	SB
Sue Shelley	Director	SS
Naveen Judah	Director	NJ
Colin Bradley	Director	CB
Ray Palmer	Director	RPa
Also Present:		
Warren Carratt	Chief Executive Officer	CEO
Vicky Hawksley	Governance Clerk	VH
Lynsey Foster	Governance Clerk – Observer	LF
Jacky Tattershall	Assistant CEO – Quality Assurance and Improvement	JT
Apologies:		
Joel Hardwick	Assistant CEO – Strategy & Partnerships	JH
Tina Havenhand	Director	TH
Rosey Andrassy	Adviser	RA
Karen Smith	Chief Finance Officer	KS

1. WELCOME & APOLOGIES FOR ABSENCE	ACTIONS
1.1 Welcome & receive apologies for absence. Apologies were received for JH, TH and RA and KS.	
1.2 To accept apologies for absence Apologies were accepted for JH, TH, RA and KS.	
2. ITEMS OF AOB	
Chair to determine any items of urgent business to be considered: <ul style="list-style-type: none"> • Articles of Association 	
3. DECLARATIONS OF INTEREST	
3.1. Individual Directors to declare any personal, business/governance interests on any item on the agenda. None raised.	
4. TRUST BOARD OF DIRECTORS MINUTES	
a. To approve the minutes of the following meetings: Trust Board Meeting held on Wednesday 24 th May 2023. The minutes were approved as a correct record.	
b. Review of Action Tracker See paper copy for details of actions completed. Agenda reference 5 dated 29 th March 2023 – this item should be the Director-led Task and Finish Group – not the SPSB. Clerking Services to update accordingly.	CLERKING SERVICES 19/07/23
c. Matters arising from the Minutes. <ul style="list-style-type: none"> • Willows Due Diligence – Item 5 – Is there any change in the accuracy of the figures? CEO stated that we are not expecting any announcements on additional funding and there is likely to be more volatility around funding in the future. Willows have a historical surplus, and this will be shown in the figures for next year. • Letter to Sheffield City Council – Item 12 – a response has now been received from SCC who have stated that they are planning to use this campus to expand their Sheaf offer. The CEO noted that this decision has been made without any consultation and has therefore contacted the Director of Children’s Services (DCS) again to re-state the Trust’s case for this campus being used for Kenwood. CEO is meeting with the DCS next week and will raise this issue and report back at the next meeting. 	CEO 19/07/23

5. Strategic Business Plan Update report – to receive and scrutinise

Document circulated in advance. The main points to note are:

- The CEO reported that the Trust has been appointed as the only national MAT to lead on the Flexible Working Ambassador Programme for special and alternative provision schools. Nexus HR will lead on this initiative and will be working with schools on flexible working programmes. We will receive a grant of £55k for this work which is linked to performance. We will be recruiting an additional HR officer to free up another member of the HR team to lead on this.
- Recent challenges have related to the number of schools considering joining the Trust. Holgate Meadows is being supported by Nexus but they have a budget deficit which will need to be resolved prior to them formally joining the Trust. We are clear that we will not proceed with the conversion if the budget issue is not addressed first.
- Bents Green School have also expressed an interest in joining Nexus MAT but no formal application has been made as yet.
- The CEO explained the issues relating to some of the local schools the Trust is working with. The CEO stated that it is the Trust's role to explain to schools the benefits and advantages of joining the Trust and there will be an opportunity for formal consultation at which the unions will be invited to be present.
- The CEO gave an updated on the relationship with Doncaster Council. Mainstream schools and academies have PANs and making significant changes to these can be a lengthy process. Special schools have Planned Places and the CEO explained how changes to this works, which creates an issue with Place Funding. Local authorities can refuse to pay Place Funding for special schools for the first year when over planned places. CEO explained that Doncaster Council are refusing to pay this, where all other LAs do. This is a loss of £10k per child. We are now at an impasse with Doncaster Council and are seeking to resolve this without saying no to future consultations.
- The CEO attended a meeting on 21st June to discuss growth of the Trust with the DfE. Our new Trust Development Partner is looking at all our growth options and plans for the future.
- Significant Change Process – we have a clear understanding of our reasons for applying for a significant change and are awaiting a response from the Regional Director's office on our applications.

RP asked: Has the first cohort of Generation NeXt completed yet and have we had any feedback on this?

CEO stated we have completed a course evaluation, and indications are that participants found the content helpful. One request was for some of the sessions to be hosted in schools and we are considering this for next year's course.

PC asked: What is the main reason given by the schools for wanting to join Nexus?

The CEO explained that the Trust is in a strong position and has a good reputation. In addition, the diminishing support and service from local authorities has also encouraged some schools to consider academisation.

Chair asked: What is the Attendance Action Alliance that we have been asked to join?

This relates to the prioritisation of improving attendance across

schools in the country. There are multiple and complex reasons for children not attending school and this will allow us to have an influence and a voice on this issue. CEO will report back to the next meeting.

SB asked: The report states that there are 11 schools for growth projections – is this saying that growth is anticipated? CEO explained that numbers are continuing to fluctuate but there are no plans for growth in planned places.

RPa asked: Page 2 of the report refers to RLB providing a Condition Prioritisation Plan – is fire risk a part of this Plan? Yes, this formed part of the presentation given by JH at the last meeting. This will also be covered in the Competent Person report which will be discussed at the next Audit and Risk Committee.

CB asked: What is our relationship with Evolve Trust? Chair is also the Chair of this Trust and CEO is also the Evolve CEO. The Trust will be closed on 31st August this year and both Beech and Fountaindale have already moved over from Evolve to Nexus.

PC asked: Is there a point at which Nexus may wish to stop any new schools from joining the Trust and how much growth is sensible for us? CEO does not expect that we will be able to academise 10 schools in the next year. The Executive Assurance Partners we have put in place have enabled us to support any new schools and properly integrate them into the Trust. These processes can take 3-5 years to complete and the impact on the Trust is likely to be negligible.

PC asked: Would our approach allow us to make an informed choice about any new schools wanting to join? Yes.

CEO
19/07/23

6. MAT Dashboard - to receive and scrutinise

CEO explained what the indicators are on this Dashboard and is confident that there is sufficient evidence to underpin all of these evaluations.

SS asked: If all areas on the report are Green, is there anything Directors need to be aware of? CEO explained that the Risk Register gives a clearer indication of areas that are Amber or Red risks. The data shows a positive picture overall and the nuances of the data will be in the schools' dashboard which will be discussed at the July meeting.

SS asked: Is the Dashboard a useful document? It was agreed that this could be an item for discussion at the October development day.

CB asked: Why did we choose the terms 'Good or Better'? We found that we were struggling to identify how our schools were differentiating between Good and Outstanding and we feel that Good or Better more clearly reflects what our values are.

CEO
OCTOBER 2023

<p>Chair asked: Is there some equivalent work that the Trust could undertake on the MAT performance, similar to that of the Schools’ Task and Finish Group? Agreed that this would be an item for discussion at the October Development Day.</p>	<p>CEO OCTOBER 2023</p>
<p>7. Budget Monitoring - to receive and scrutinise</p>	
<p>7.1 Schools’ Reserves transfer – for Directors to take a decision.</p> <p>Reports from KS and CEO explained that the Evolve transfers are reflected in these figures. This accounts for the majority of the Trust’s in-year surplus. Otherwise we would be showing an in-year deficit of £100k, but this is not an area of concern and has previously been discussed with Directors. We expect to return to viability by the end of 2024.</p> <p>The Trust has received additional income from bank interest payments and have checked the situation regarding Corporation Tax: as a charitable organisation we are exempt from this.</p> <p>CEO explained that there will be more volatility in the next report because some of the capital projects are taking place over the next few months.</p> <p>SB asked: Relating to the Trust’s reserves – is our liquidity likely to impact on our ability to get additional funding in future? For example, could Doncaster LA use our healthy financial position as a reason to refuse funding for the additional places we are providing? CEO stated this is a possibility but if a school has a large revenue surplus, we expect this to be used for capital projects.</p> <p>SB: Could this healthy financial position be detrimental to us when auditors look at the figures? CEO stated this surplus will reduce next year as capital projects will need to be funded. We do not expect this to be an issue.</p> <p>Directors requested that a statement is added to this document explaining the plan for reducing this surplus.</p> <p>Directors unanimously approved the Schools’ Reserves transfer.</p>	
<p>8. Trust Board Self-Assessment report – to scrutinise and take a decision.</p>	
<p>CEO explained that it is a requirement for the Trust Board to conduct an annual self-assessment exercise and the report circulated outlines the main points and actions required.</p> <p>Chair asked about: Page 2 – actions relating to statements made by the school survey – will all these actions cover what Directors want to see happen over the next 12 months? CEO stated yes. These actions are advisory.</p>	

<p>Directors unanimously approved all the actions and recommendations in this report.</p>	
<p>9. Local governance self-assessment report – to scrutinise</p>	
<p>Academy Councils have used the NGA survey to conduct a self-assessment exercise. The outcomes have been positive overall, and governance is strong across the schools.</p> <p>Directors agreed that this is a meaningful and useful report. No questions were raised and the recommendations were accepted in full.</p>	
<p>10. Headteacher Survey Results Report – to scrutinise</p>	
<p>The report had been circulated in advance. The survey related to the impact of the changes made to the Central Trust operating model from September 2022 and how this has been viewed by Headteachers across the Trust.</p> <p>The outcomes from the report were overwhelmingly positive. The results from the survey indicate that the changes have been welcomed and valued overall. Headteachers feel that the Trust has retained its values and they see the value of being part of the Trust and do not feel threatened by the changes made.</p> <p>GA asked: Do we put much value on emotional intelligence in the Trust and in the schools? CEO stated that we have focussed on assessing and valuing this through the appointment of the Executive Assurance Partners and Executive Regional Directors. We are very privileged to work with Headteachers who understand and share our values.</p> <p>Chair explained that the deep dive 360° discussions in early July will provide direct qualitative assessment of the views of Heads, and he and RP will report back to Board on this at the next meeting</p> <p>RP asked: Is there more that the Trust could do to help Headteachers embed these changes? CEO stated yes, we are already planning for this but are mindful of the need not to undermine the autonomy of our headteachers.</p> <p>We have set up a Staff Parliament this year and this allows the ethos, values and approaches of the Trust to be communicated and discussed.</p> <p>The Employee Opinion Survey indicates that there is a high level of agreement across the Trust with our values – over 90% of staff felt that the Trust values accurately reflect those of the schools.</p>	<p>Chair/RP 19/07/23</p>
<p>11. Policy review report – for Directors to take a decision</p>	
<p>CEO explained that there are 9 policies for review and 3 Appendices where major changes have been made. The major policy changes are all documented in the report and are routine changes.</p>	

<p>The more significant change relates to the Sickness Absence Policy which now states that the CEO will hear appeals at Stage 3 rather than this being done by Directors.</p> <ul style="list-style-type: none"> • Policy Review report - approved. <p>Appendix A – Procurement Policy - Minor queries were raised and it was agreed that GA would suggest fine-tuning of this policy and bring this back to the next Board for approval.</p> <p>Appendix B – Terms of Reference for new Committees. CEO explained that there is a need to split the Audit and Risk Committee and take Finance out. The proposal is to move to a Finance and Infrastructure Committee and an Audit and Risk Committee. Each committee will consist of the same members but the Chairs will be different for each committee. The committees will operate in the same way as they currently do but with different chairs for each committee. It was noted that, according to the Academy Trust Handbook, Chair will not be eligible to attend the Audit & Risk Committee.</p> <p>Directors unanimously approved Appendix B.</p> <p>11.1 Academies Policy Review Board Action Log – for Directors to receive for information.</p> <p>For information only. No questions raised, though Directors felt this was a useful report to receive</p>	<p>GA 19/07/23</p>
<p>12. Appointment of Committee Chairs – for Directors to take a decision</p>	
<p>Committee Chairs were appointed as follows:</p> <ul style="list-style-type: none"> • Finance and Infrastructure – NJ • Audit and Risk Committee – SS • Standards Committee – PC <p>These appointments were unanimously agreed by all Directors.</p>	
<p>13. Trust Risk Register</p>	
<p>This item has already been discussed in detail and there are no further updates at this stage.</p> <p>No changes were requested by Directors.</p>	
<p>14. Any other urgent business</p>	
<ul style="list-style-type: none"> • Articles of Association - CEO reported that the updated Articles of Association had been agreed at a previous meeting and were ratified at the AGM. However, there is now a new legal process which states that specific language has to be used and this change has to be reported in Board minutes. The Trust’s solicitors have provided this wording and the Articles have been 	

<p>signed by Chair and other Directors as appropriate. All paperwork relating to this is in order.</p> <p>Directors confirmed that the appendix has been signed by Directors and Trustees as appropriate.</p> <p>Kenwood Academy - West Riding Campus - GA reported on her visit to the West Riding campus, which is a satellite of Kenwood Academy. GA was visiting the site as part of a procurement initiative that she is involved with. GA enthused about the school site and was very impressed with the biophilic design which gives the school a calming environment throughout. The site is being extended from the current 20 children to take around 50-60 children in future. The site is surrounded by forest, fields and trees and the whole site feels inclusive. This is a huge achievement for the Trust and this is clearly having a very positive effect and impact on the children who attend the school and their families.</p>	
15. Review of Risk	
<p>15.1 To consider any new risks identified during the meeting for referral to Trust Committees.</p> <p>None raised.</p>	
16. CONFIDENTIALITY	
<p>16.1 To consider the confidentiality of any items discussed during the meeting.</p>	
17. DATES OF FUTURE MEETINGS	

Wednesday 19 th July 2023	17:00 – 19:30	Via Teams
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Minutes approved.

CHAIR	SIGNATURE	DATE