



**Nexus MAT Board of Directors Meeting
Wednesday 17 July 2024
5.00 pm – 7.30 pm at Nexus HQ**

| Present: | Role: | Initials: |
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| 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 (via Teams) | Director | GA |
| Steve Booth | Director | SB |
| Colin Bradley | Director | CB |
| Peter Castleton | Director | PC |
| Mark Greenwood (via Teams) | Director | MG |
| Naveen Judah | Director | TH |
| Tina Havenhand (via Teams) | Director | TH |
| Ray Palmer | Director | RPa |
| Sue Shelley | Director | SS |
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| Also Present: | | |
| Rosey Andrassy | Advisor | RA |
| Phil Bradley (via Teams) | Advisor | PB |
| Naomi Cooper | Advisor | NC |
| Warren Carratt | Chief Executive Officer | CEO |
| Joel Hardwick | Assistant CEO – Corporate Affairs | JH |
| Victoria Morris | Advisor | VM |
| Renata Robins | Governance Clerk | Clerk |
| Karen Smith | Chief Finance Officer | CFO |
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| Apologies: | | |
| Jacky Tattershall | Assistant CEO – QA & Improvement | JT |
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| No Apologies: | | |

| 1. WELCOME & APOLOGIES FOR ABSENCE | ACTIONS |
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| <p>1.1 Welcome & receive apologies for absence</p> <p>Apologies were received for JT.</p> | |
| <p>1.2 To accept apologies for absence</p> <p>Apologies were accepted for JT.</p> | |
| 2. ITEMS FOR AOB | |
| <p>Chair to determine any items of urgent business to be considered</p> <p>The Chair requested that Clerking Services update the Governor Hub access rights to reflect the following changes effective from 1 September 2024:</p> <ul style="list-style-type: none"> • departure of PC and SB • update his email address from Chair to his Member email address • change RP's email address to Chair, and ensure RP has Chair access. <p>Action: Clerking Services to facilitate the necessary amendments and GIAS updates.</p> | <p>Action: Clerking Services 01/09/24</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>None declared.</p> | |
| 4. NEXUS MAT BOARD OF DIRECTORS MINUTES | |
| <p>4.1 To approve the minutes of the following meeting:</p> <ul style="list-style-type: none"> • Trust Board Meeting held on Wednesday 26 June 2024. <p>The minutes were approved as a true and accurate record.</p> | |
| <p>4.2 Review of Action Tracker</p> <p>Action Tracker was reviewed and updated as appropriate.</p> <p>Hilltop Big Build Capital Scheme Update JH informed the Board that the project's total value had increased to £2.5 million (estimated). Of this, £1.6 million has been secured through confirmed contracts, with additional funding pending more contractor confirmations. The Yorkshire Children's Charity was actively pursuing the outstanding funds. The start date for the building work has been rescheduled to January 2025.</p> <p>SS enquired if there were any implications for the running of the school?</p> | |

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| <p>JH responded no, and the project was not at that point yet. The CEO stated that alternatives exist as previously informed. Closer to the time, the option of temporarily relocating pupils could be explored.</p> <p>Action: JH to provide further update in October.</p> | <p>Action: JH 23/10/24</p> |
| <p>4.3 Matters arising from the Minutes</p> <p>None raised.</p> | |
| <p>5. ACADEMIES DASHBOARD REPORT – TO RECEIVE AND SCRUTINISE</p> | |
| <p>Report circulated in advance together with:</p> <p>5.1 Appendix A 5.2 Academies in Receipt of Intervention Report</p> <p>The CEO gave an overview and invited questions:</p> <p>RP observed that although the majority of indicators at Kenwood were in the green, the arrows were pointing downward. RP wondered if this indicated a trend that should concern directors?</p> <p>The CEO explained that since West Riding had been integrated with Kenwood, RH has been addressing the inconsistencies across the sites. The natural misalignment and separate management of these sites had reduced the reliability of some indicators. However, officers remained hopeful for a 'Good' Ofsted judgment in the autumn term.</p> <p>The Chair asked when would officers forecast the ambers turning to greens at Fountainsdale?</p> <p>The CEO stated that the school would improve over time, and that an RI judgment would be acceptable at this stage given the state the school was in upon conversion. Fountainsdale is the only school still under intervention, with plans to make rapid progress in anticipation of the upcoming Ofsted visit in the spring term.</p> <p>VM enquired if the CEO was confident that schools were recording attendance with the correct codes and if every school was working to the same codes?</p> <p>As far as the CEO was aware, significant efforts had been made by JC, the Attendance Lead, and the Schools Performance Scrutiny Board to thoroughly review attendance and coding. The Attendance Lead thoroughly scrutinises attendance to ensure DfE compliance.</p> <p>RP asked, looking at the report under agenda item 5.2, paragraph 1.3 talked about the health checks being rolled out to the majority of schools. RP enquired as what was happening about the rest?</p> <p>The CEO stated that the Health Checks were only rolled out to those schools who had not yet had inspections, as part of the support and challenge process, though one or two schools will take place in the autumn due to other priorities in the summer. The majority of schools had received a health check, though.</p> | |

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| <p>RP asked who assessed the moderation process mentioned in paragraph 1.4 as 'robust'?</p> <p>The CEO replied that he conducted the assessment alongside the extended executive management team, spending a full day debating the indicators at Schools Performance Scrutiny Board. He also mentioned that any Director was welcome to attend the Schools Performance Scrutiny Board meetings to observe.</p> <p>Action: The Clerk to email Directors with the 2024-25 Scrutiny Board meeting dates for their information.</p> | <p>Action: Clerk 18/07/24</p> |
| <p>6. ANNUAL SAFEGUARDING ASSURANCE STATEMENT – TO SCRUTINISE AND TAKE A DECISION</p> | |
| <p>The statement was recommended by the Standards Committee to the Directors earlier in the day.</p> <p>PC presented his statement, noting that the organisation was in a healthy position with a robust system in place. However, he cautioned against complacency, as the landscape could change very quickly.</p> <p>CB referred to point 12 in the statement and the Single Central Record and Recruitment Checks were shown as 98% secure and asked what would Nexus Trust need to do to get to 100% secure?</p> <p>The CEO commented that there was work ongoing and all the essential checks were complete. He was confident that the Trust's SCR content was complying with statutory requirements.</p> <p>Approval to publish the statement was unanimously given by the Board.</p> | |
| <p>7. A&R COMMITTEE ANNUAL CONCLUSIONS REPORT – TO SCUTINISE AND TAKE A DECISION</p> | |
| <p>SS presented her report, detailing the completed work and explaining the operation of the audit function through a 'mixed model'.</p> <p>SB commented that the splitting of the two committees had worked really well and SS agreed because the original committee was already well-established.</p> <p>The report was accepted unanimously by the Board.</p> | |
| <p>8. 2024-25 BUDGET AND ESFA 3-YEAR BUDGET FORECAST, 8.1 2024-25 BUDGET SETTING AND 8.2 BUDGET SUMMARY – TO SCRUTINISE AND APPROVE</p> | |
| <p>Report circulated in advance together with:</p> <p>8.1 2024-25 Budget Setting 8.2 Budget Summary.</p> <p>The report had already been scrutinised in detail by the Finance & Infrastructure Committee. The CFO stated it was a positive budget and the 2024-25 prediction was of an in-year surplus of 1.7% of the Nexus Trust's income and every school would have a surplus budget in 2024-25.</p> | |

Chair asked CFO what planning assumptions had been made for the teachers' pay award?

CFO stated that a 3% pay increase had been assumed. For support staff, the final offer had been assumed but no final decision had been made.

PB enquired whether the new government's proposals to increase the number of teachers nationwide would affect the budget and if this included adjustments to teachers' salaries?

In response, the CEO noted that the government's primary focus was on enhancing training and support for leaders and front-line teachers, as well as on higher education institutions (HEIs) and apprenticeships. The CEO did not anticipate a further uplift of teacher pay, beyond annual inflationary increase.

NJ stated that in relation to the 2024-25 budget, if any changes were to happen, it would make it irrelevant for this particular point as there was not enough time in the year to plan for those changes happen.

The Chair asked if the CEO had any indication from his CST colleagues what the new government might do with SEND funding?

The CEO stated that this year was a major issue for the DfE and, in his view, they were awaiting the outcome of The Comprehensive Spending Review to give them some sense of what financial flexibility they will have.

The 2024-25 Budget and ESFA 3-year Budget Forecast, 8.1 - 2024-25 Budget Setting and 8.2 - Budget Summary, were unanimously approved by the Board.

9. MEDIUM TERM FINANCIAL STRATEGY – TO APPROVE

Report previously circulated. The strategy had already been scrutinised in detail by the Finance & Infrastructure Committee.

The CFO introduced this item, noting that it was a document published on the website. It had been updated to ensure all figures aligned with those in the budget papers, with the only additional update being the inclusion of KPI information.

Approval to publish the report was unanimously given by the Board.

10. TRADING SUBSIDIARY REPORT – TO SCRUTINISE AND TAKE A DECISION

JH introduced this item, explaining that it was a measure to safeguard and future-proof the Trust as it expanded. The proposal would allow the Trust to conduct commercial activities through a trading arm, thereby avoiding the risk of trading outside the charitable objects defined in the Articles of Association. It would be logical for Nexus MAT to become VAT registered at the same time.

After a thorough discussion, where the pros and cons of the move were extensively debated, **a majority of Directors voted in favour of officers undertaking all necessary work to establish a trading subsidiary, with one abstention - PC.**

| 11. PROCUREMENT PIPELINE – TO APPROVE | |
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| <p>JH introduced this item, explaining that the latest Procurement Pipeline had been reviewed by the Finance & Infrastructure Committee and was seeking Directors' approval to:</p> <ol style="list-style-type: none"> 1. Extend the current catering contract with Relish for a further year (NC010). 2. Delegate final award approval to the Chief Executive Officer (Accounting Officer) after procurement is completed for the cleaning contract (NC003) over £500,000. <p>GA mentioned that recent case law indicated that procurements could be rescinded and restarted, with fines imposed, if average scores were used without moderation. GA added that, regardless of officers conducting moderation, there must be independent moderation of evaluation scores, even for a framework. JH noted that the Procurement Policy was scheduled for renewal in October and committed to reviewing and incorporating this requirement into the Procurement Pipeline.</p> <p>Action: CEO requested that the Procurement Policy be updated to reflect that requirement.</p> <p>After a thorough discussion, Directors unanimously approved the recommendations in the Procurement Pipeline paper, as above.</p> | <p>Action: JH 18/07/24</p> |
| 12. POLICY REVIEW REPORT – FOR DIRECTORS TO TAKE A DECISION | |
| <p>The CEO explained that the policies in the report had been scheduled for review or updated due to a change in context.</p> <p>The Safeguarding Policy had been updated to show PB as the named Director for Safeguarding and the inclusion of reference to the half termly supervision made available to Designated Safeguarding Leads, from an independent, qualified children's social worker.</p> <p>The policy updates were unanimously approved by the Directors.</p> <p>Action: Safeguarding Policy to be updated on the website.</p> | <p>Action: Clerking Services 18/07/24</p> |
| <p>12.1 Reserves & Investment Policy – To take a decision</p> <p>The CFO introduced this policy, stating that it had been rewritten to ensure it meets all the recommendations outlined in the Academies Trust Handbook. CFO stated that she had omitted to include the covering paper and undertook to forward this to Directors after the meeting.</p> <p>Action: To circulate Reserves & Investment Policy Cover Paper.</p> <p>SB asked if the revenue reserves figure could be included on the front page of the monthly Management Accounts?</p> <p>Action: CFO to include revenue reserves figure on the front page of the monthly Management Accounts and as a KPI.</p> | <p>Action: CFO 18/07/24</p> <p>Action: CFO 18/07/24</p> |

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| <p>The policy was unanimously approved by the Directors.</p> | |
| <p>12.2 Capital Projects Funding Policy – To take a decision</p> <p>JH introduced this item and stated that this was a new policy so that Nexus’s approach to funding capital projects was open and transparent.</p> <p>The Chair enquired if Headteachers were happy with this approach? JH stated this was a co-ordinated approach and a general understanding by Headteachers was secured by the CEO at the last Heads meeting.</p> <p>MG enquired about the applications from the schools, assuming they were at a low level, since the majority of the policy's content seemed more appropriate for the MAT rather than individual schools with the central team assessing the assets as part of the FM review? JH stated that this was part of the condition survey, serving as a general reference point in the policy.</p> <p>The policy was unanimously approved by Directors.</p> | |
| <p>12.3 Expenses Policy – To take a decision</p> <p>CFO talked through the significant changes to the Expenses Policy.</p> <p>The policy was unanimously approved by Directors.</p> | |
| <p>12.4 Academies Policy Review Board Action Log – For Directors to receive for information</p> <p>Received for information.</p> | |
| <p>Action: JH to issue a policy briefing to inform the workforce on the policy updates.</p> | <p>Action: JH 18/07/24</p> |
| <p>13. ANNUAL AUDIT 2023-24 – TRUSTEES QUESTIONNAIRE – TO TAKE A DECISION</p> | |
| <p>The Annual Audit 2023-24 –</p> <p>The proposal for the Trustees Questionnaire to be completed by the Chair on behalf of the board was unanimously agreed by Directors.</p> | |
| <p>13.1 Pre-audit Questionnaire</p> <p>Received for information.</p> | |
| <p>13.2 Regularity & Propriety Check</p> <p>Received for information.</p> | |

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| 14. ANY OTHER BUSINESS | |
| <p>RP took the opportunity to formally record the Board's thanks to the Chair, SB and PC for their absolute dedication and support over their many years of service.</p> <p>PC reminded the Board that the repository of the value of the organisation rested with them and not to lose sight of this. In the end it was the children who are entrusted into the Nexus's family's care to learn, to develop, to grow, happily and not to lose sight of that primary focus. Thank you all. Keep the faith.</p> <p>SB wished RP and SS the best of luck going forward on 1 September.</p> <p>The Chair thanked each and every one of the Directors. He said they had been generous, supportive and a very lively team of Directors. It had been a real pleasure to be their Chair for the last 8 years and he had total confidence in them.</p> | |
| 15. REVIEW OF RISK | |
| <p>To consider any new risks identified during the meeting for referral to Trust Committees</p> <p>None.</p> | |
| 16. CONFIDENTIALITY | |
| <p>To consider the confidentiality of any items discussed during the meeting</p> <p>None.</p> | |
| 17. DATES OF FUTURE MEETINGS | |

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| Wednesday 25 September 2024 | 09:30-16:00 | Directors Development Day |
| Wednesday 23 October 2024 | 17:00-19:30 | Nexus HQ |
| Wednesday 27 November 2024 | 17:00-19:30 | Teams |
| Wednesday 11 December 2024 | 17:00-19:30 | Teams |
| Wednesday 18 December 2024 | 17:00-19:30 | Nexus HQ |
| Monday 13 January 2025 | 17:30-19:00 | Annual General Meeting - Nexus HQ/ Teams |
| Wednesday 29 January 2025 | 17:00-19:30 | Teams |
| Wednesday 26 February 2025 | 17:00-19:30 | Nexus HQ |
| Wednesday 26 March 2025 | 17:00-19:30 | Teams |
| Wednesday 30 April 2025 | 17:00-19:30 | Nexus HQ |
| Wednesday 21 May 2025 | 17:00-19:30 | Teams |
| Wednesday 25 June 2025 | 17:00-19:30 | Nexus HQ |
| Wednesday 23 July 2025 | 17:00-19:30 | Teams |

Minutes approved.

| CHAIR | SIGNATURE | DATE |
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