

## Trust Board of Directors Meeting Wednesday 14<sup>th</sup> September 2016 Kimberworth Children's Centre at 17:00

### ACTION POINTS SUMMARY SHEET

Actions	By & Target Date
5.5 09/06/16 CEO & Abbey School to continue work with LA to address matter 6/7 LA H&S inspection received – possible follow up from that document - LGB have oversight – delegated back to LGB	<b>WC &amp; Abbey Ongoing Deferred back to ALGB/Completed</b>
5.6 09/06/16 5 year growth plan	<b>CFO Oct 16</b>
5.1 06/07/16 As a charity we need to address avenues for fundraising and bid applications 14/9 Next meet possible funding officer post	<b>On agenda 11/10/16</b>
5.6 06/07/16 Charity Commission 15 questions – defer to next meeting	<b>WC/CS 11/10/16</b>
5.7b 06/07/16 Pupils who are tube or peg fed do not have FSM so may not be on the FSM register Delegated to CFO to deal with BMs	<b>Deferred to CFO BM &amp; LGB Completed</b>
4.1 14/09/16 MAT Improvement Strategy, Version control & JT signature to be included	<b>JT 11/10/16</b>
4.1 14/09/16 MAT Improvement Strategy - development Data Dashboard	<b>JT/CFO 11/10/16</b>
4.1 14/09/16 MAT Improvement Strategy - additional column for completed / achievement & Common numbering system	<b>JT 11/10/16</b>
4.2 14/09/16 Nexus Trust Budget - Reserves Policy - Finance & Audit Committee.	<b>Finance &amp; Audit Committee At 1<sup>st</sup> meeting</b>
4.2 14/09/16 Nexus Trust Budget - Nexus spending plan, reserves & current budget	<b>On agenda 11/10/16</b>
6.1 14/09/16 EFA Financial Management Checklist - CFO to submit FMGA	<b>Completed</b>
6.2 14/09/16 Corporate Governance Development Plan – Update to be appendix to CEO report (termly)	<b>Completed</b>
6.3 14/09/16 Governance Development Programme - CEO to continue to review & develop	<b>CEO ongoing</b>
6.4/6.5 14/09/16 Residential & Free School Provision – CEO to continue conversations	<b>CEO ongoing</b>
7.1 Approval of Director Appointment – CEO to take to Members	<b>Completed</b>

14/09/16		
7.2 14/09/16	Clerk to set first meeting of Trust Board Standards Committee by remote email	<b>CS 11/10/16</b>
7.3 14/09/16	Clerk to set first meeting of Trust Board Finance & Audit Committee by remote email	<b>CS 11/10/16</b>
7.4 14/09/16	To appoint to CEO Appraisal & Salary Review Committee 6 month review set for 3 <sup>rd</sup> October 2016 at 4pm at Abbey School – Report back to Trust Board	<b>AC/JI 03/10/16</b>
7.4 14/09/16	External advisor to be approached to sit on appraisal panel	<b>AC 03/10/16</b>
7.5 14/09/16	Skills Audit – Defer to next meeting	<b>Completed</b>
7.6 14/09/16	Nexus Competitive Tendering Policy - Clerk to publish document	<b>Completed</b>
7.6 14/09/16	To agree the publication of Trust policies - Defer to next meeting	<b>Completed</b>
7.7 14/09/16	Verbal feedback from individual LGB Chairs- Defer to next meeting	<b>Completed</b>
7.9 14/09/16	Trust Board of Directors to reports- Defer to next meeting	<b>Completed</b>
8.1.2 14/09/16	LGB governor appointments & future arrangements – Clerk to amend Scheme of Delegation	<b>Completed</b>
8.1.3 14/09/16	Sponsor School - CEO to commence due diligence process	<b>WC 11/10/16</b>



**Trust Board of Directors Meeting  
Wednesday 14<sup>th</sup> September 2016  
Kimberworth Children's Centre at 17:00**

**Attendees:**

Andy Child	Member Representative & Chair of Trust Board of Directors	AC
John Coleman	Member Representative	JC
John Irwin	Chair Abbey School LGB	JI
Steve Booth	Chair Hilltop School LGB	SB
Sue Shelley	Chair Kelford School LGB	SS
Peter Castleton	Independent Director	PC
Alan Meloy	Independent Director	AM
Warren Carratt	CEO Nexus MAT	WC

**Also Present:**

Clare Southwell	Clerk	CS
Tracey Brooke	CFO Nexus MAT	TB
Jacky Tattershall	Nexus Lead for School Improvement	JT

**Apologies:**

1. APOLOGIES FOR ABSENCE	Actions
1.1 To accept apologies for absence All present 1.2 To receive, but not accept, apologies for absence All present	
2. ITEMS OF URGENT BUSINESS	
2.1 Confirmation and welcome to new Directors – Alan Meloy & Peter Castleton <ul style="list-style-type: none"> <li>• Appointments approved. Alan &amp; Peter were welcomed to Nexus</li> </ul> 2.2 Chair to determine any items of urgent business to be considered <ul style="list-style-type: none"> <li>2.2.1 Consultation on proposal for Abbey designation change</li> <li>2.2.2 LGB governor appointments &amp; future arrangements</li> <li>2.2.3 Sponsor school</li> </ul>	
3. DECLARATION OF INTERESTS	
3.1 Individual Governors to declare any personal, business or other governance interests on any item on the agenda <ul style="list-style-type: none"> <li>• WC &amp; SB declared an interest in item 7.4 on the agenda and will leave the room for this item</li> </ul>	
4. ITEMS FOR APPROVAL	
4.1 Jacky Tattershall - Head of School Improvement MAT Improvement Strategy <ul style="list-style-type: none"> <li>• Full report circulated with agenda, summary of document circulated at the meeting</li> <li>• Version control &amp; JT signature to be included</li> <li>• Summary report shows clear priorities as a one page document</li> <li>• Evolving document, responding to change</li> <li>• Review &amp; baselining of all 3 schools ongoing, Kelford completed baseline/review today Abbey &amp; Hilltop still to be completed</li> <li>• Good starting document drawn together best of schools</li> <li>• Data Dash Board (DDB) being developed and will standardised language across schools and will allow comparison across MAT</li> <li>• Emergent Risk Management will pick up from DDB</li> <li>• Risk Management – important where judgements made &amp; recorded</li> <li>• Evidence driven in DDB</li> <li>• Key Performance Indicators (KPIs) at school level as well as pupil level</li> <li>• Point 8 on summary covers intervention &amp; risk strategy</li> <li>• Document must make an improvement – big dividends, explicit about strategies to highlight high value strategies &amp; key issues. Robustly implemented</li> <li>• Need to be confident &amp; able to test out data presented</li> <li>• Previously only external prospect for HT Appraisal. All HTs open &amp; embracing challenge</li> <li>• Document Approved</li> </ul>	<b>JT</b>

Questions & Challenges	Response	Further action(s)	
<i>How new role progressing?</i>	Pulling out strategies from school plans & SEFs. Looking at areas where schools need more support. More direct approach at Hilltop due to temporary Head Teacher arrangements Data dashboard ongoing – rag rating areas & progress so JT can prioritise	JT/TB merging data for finance & education onto one dashboard (DDB)	<b>JT/TB</b>
<i>How will actions be passed onto LGB so that LGBs can challenge HTs</i>	LGBs need to play prominent role and are a valuable asset. Standards Committee Agreed to offer Link Governors a place on Standards Committee		
<i>What are the reporting arrangements? How will TB be able to see progress? How do we know it has been implemented &amp; driven forward</i>	Partly through Standards Committee – Work plan at back of doc Similar to SIP – working live doc & info on DDB		
<i>Should Appendix B include a column for achievement and to state what has been done?</i>	Agreed to add additional column for completed / achievement	JT to update	<b>JT</b>
<i>Can summary &amp; doc be linked/ crossed reference</i>	Common numbering system	JT to update	<b>JT</b>
<i>All KPIs are in school – aspirations involve out of school activity</i>	3 schools will be judged on school achievement This plan shows the KPIs for our core business Other KPIs for Trust growth will be in a 5 year business plan		
<i>KPI – expected progress – what is expected, whose expectations?</i>  <i>National average – what is the average so we can clearly map against the standard.</i>  <i>Average of which quartile?</i>	Expected progress currently fits with CASPA language All 3 schools all currently use different systems & terminology Consistent approach required across Dependent on data tools Measures need to be meaningful Must demonstrate ambition Difficult to measure good progress for such a variety of needs First priority to set same definition across the schools		
<i>How will progress be reported back to the board &amp; it be reviewed &amp; reported</i>	Standards Committee will have the ownership and beheld to account & will report back to the TBoD DDB will give feedback that can be challenged		

4.2 Tracey Brooke – Chief Finance Officer  
Nexus Trust Budget

- 5% top slice agreed
- Now CFO now in position and worked with EFA to produce a 15month plan, 3 months – endo of 1<sup>st</sup> year and then full year to 31/8/2017
- Report on regular basis in regular slot on agenda
- Close down figures from LA still not confirmed.
- LA still not hit any targets so CFO reviewing service being received
- Clear guidance that top slice is measured against budget allocation and not income generated

Questions & Challenges	Response	Further action(s)	<b>Finance &amp; Audit Committee</b>
<i>How confident are we with the figures presented</i>	Invoices still being received from the LA for the closed schools. LA also charged for 12 months of services so credits are expected. Abbey is a zero carry forward as deficit taken by LA as Abbey was a sponsored school. Fairly confident with other predictions		
<i>CFO asked - When does the TBoD want to implement the top slice? From the first budget forecast or as school income changes as pupils arrive or leave the school, does TBoD want to recoup on actual. Current difference from 1<sup>st</sup> estimate to now is £69,000 extra to be paid to TBoD?</i>	Spending plan needs to be based on whole top slice being taken. Nexus cash flow also to be considered. Nexus will set an agreed policy for reserves which will be regularly reviewed by the Finance & Audit Committee.  5% Top slice still in agreement.	Reserves Policy - Finance & Audit Committee.	
<i>Is there a spending plan and accounts for Nexus?</i>	Account still being set up and schools not yet invoiced by Nexus for top slice.  School accounts have been kept updated with spending so far and will be presented to TBoD on a regular basis as part of wider MAT budget report.		
If top slice builds a surplus at end of year – why & what do with it.	Top slice will be annually reviewed & challenge to scope options for reduction. Could be used as an “Invest to save” – Schools to bid for projects or a joint school improvement project? Nexus funds to be monitored by Finance & Audit Committee. Business plans will show costings Cash flow monitored by CFO as to when Nexus invoices schools		
<i>Pension liability</i>	Figures not set. Triannual revision due Schools have no control A Risk for all MATs nationally	TB applying to go onto SYP board	

	Costs need to be passed onto commissioners Top up costs		<b>TB/CS</b>
<i>Has an amount been agreed for what the MAT require?</i>	Employment of a MAT/Bid writer to lead? Potential liabilities Appropriate Reserves required & committed reserves Need capacity to grow	Nexus spending plan, reserves & current budget on next agenda 11/10/16	
<i>MAT reserves -</i>	Include amount & percentage in report	CFO to amend	
Mrs Tattershall left the meeting			
<b>5. TRUST BOARD OF DIRECTOR MINUTES</b>			
5.1	To approve the minutes of the following meetings: TBoD meeting held on 9 <sup>th</sup> June 2016		
	<ul style="list-style-type: none"> <li>Minutes approved</li> </ul>		
5.2	Matters arising from the Minutes		
	<ul style="list-style-type: none"> <li>Actions noted above</li> </ul>		
<b>6. CHIEF EXECUTIVE'S REPORT</b>			
6.1	EFA Financial Management Checklist		<b>CFO to submit FMGA</b>
	<ul style="list-style-type: none"> <li>Financial Management &amp; Governance Assessment (FMGA) circulated prior to meeting</li> <li>Nexus Competitive Tendering Policy – Policy approved</li> <li>FMGA approved and CFO to submit</li> <li>Reports to EFA late due to LA still not provided close down figures</li> </ul>		
6.2	Corporate Governance Development Plan		
	<ul style="list-style-type: none"> <li>Circulated and also subjected to external review as a draft</li> <li>Working document also for Standards Committee to work with</li> <li>Assessment taken place</li> <li>Infancy stage for most areas</li> <li>Termly review update &amp; report back to TBoD at end of each term</li> <li>Corporate Governance Development Plan Approved</li> </ul>		
	<b>Questions &amp; Challenges</b>	<b>Response</b>	<b>Further action(s)</b>
	<i>Actions - How will LGBs review all the documents and plans? How do we put all the docs together? How make sure that work is done?</i>	Responsibility of CEO, toolkit for Directors. CEO to deliver effective governance. Structure will deliver systems & put them in place Actions in plan already in progress Live document shows someone what is happening in the Trust	
	<i>How much is driven by external expectation?</i>	In part it must be. External agenda that Trust has to adhere to - DFE expectations.	

	Termly update will give a story of progress. Make sure narrative is clear & gives the voice of the board to children & staff		<b>WC</b>										
	Corporate Governance Development Plan – Update to be appendix to CEO report (termly)	WC to include as part of termly report	<b>CS</b>										
<p>6.3 Governance Development Programme</p> <ul style="list-style-type: none"> <li>• Circulated with agenda – Learners First training programmes also available</li> <li>• Series of workshops &amp; presentations suggested</li> <li>• Learning &amp; development for all levels of governance</li> <li>• Trial &amp; then publish?</li> <li>• Find the need from the training audits being undertaken</li> <li>• CEO given licence to develop &amp; evolve</li> </ul> <table border="1"> <thead> <tr> <th>Questions &amp; Challenges</th> <th>Response</th> <th>Further action(s)</th> </tr> </thead> <tbody> <tr> <td><i>11 sessions in one year too ambitious?</i></td> <td>For all levels of Governance &amp; SLT Might be limited on delivery capability Pressure on LGB especially Parent Governors to attend, so non-attendance might be not able to attend rather not want to attend. Could capture more in a session?</td> <td rowspan="3">CEO to continue to review &amp; develop</td> </tr> <tr> <td><i>Being a director</i></td> <td>Board development – protective time in meeting</td> </tr> <tr> <td><i>Preparation for Ofsted not included? Being a Director &amp; Trustee?</i></td> <td>To be considered/developed</td> </tr> </tbody> </table>			Questions & Challenges	Response	Further action(s)	<i>11 sessions in one year too ambitious?</i>	For all levels of Governance & SLT Might be limited on delivery capability Pressure on LGB especially Parent Governors to attend, so non-attendance might be not able to attend rather not want to attend. Could capture more in a session?	CEO to continue to review & develop	<i>Being a director</i>	Board development – protective time in meeting	<i>Preparation for Ofsted not included? Being a Director &amp; Trustee?</i>	To be considered/developed	<b>WC</b>
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<i>Being a director</i>	Board development – protective time in meeting												
<i>Preparation for Ofsted not included? Being a Director &amp; Trustee?</i>	To be considered/developed												
6.4 Residential Provision Update 6.5 Free School Application Update	THESE ITEMS WERE DEEMED CONFIDENTIAL PLEASE SEE <b>APPENDIX 1</b> FOR INFORMATION												
<b>7. GOVERNANCE MATTERS</b>													
7.1	To address vacancies, confirm appointment, approve additional responsibilities of Directors <ul style="list-style-type: none"> <li>• Conversation with Catherine Hall undertaken with regard to her appointment to the TBoD. Directors agreed to her appointment, CEO to take to Members for approval</li> </ul>		<b>WC</b>										
7.2	To appoint to Trust Board Standards Committee <ul style="list-style-type: none"> <li>• The following Directors were appointed to the Standard Committee</li> </ul>												



<ul style="list-style-type: none"> <li>• John Coleman (Chair-elect), Peter Castleton, John Irwin, Andy Child (ex officio)</li> <li>• Sue Shelley and Steve Booth to attend as associates or a LGB link Governor to attend.</li> <li>• CEO &amp; JT School Improvement Lead would also attend</li> <li>• Chair to be agreed at first meeting</li> <li>• Clerk to set first meeting by remote email</li> </ul>	<b>CS</b>
<p>7.3 To appoint to Trust Board Audit &amp; Finance Committee</p> <ul style="list-style-type: none"> <li>• Terms of Reference updated to also undertake Head Teacher Appraisal – previously omitted</li> <li>• TORs agreed</li> <li>• The following Directors were appointed to the Audit &amp; Finance Committee</li> <li>• Alan Meloy, Steve Booth, Sue Shelley, Catherine Hall</li> <li>• SB would declare an interest and would not be present for any decisions about CEO pay or appraisal</li> <li>• CEO &amp; CFO would also attend</li> <li>• Chair to be agreed at first meeting</li> <li>• Clerk to set first meeting by remote email</li> </ul>	<b>CS</b>
<p>WC &amp; SB left the room</p>	
<p>7.4 To appoint to CEO Appraisal &amp; Salary Review Committee</p> <p style="text-align: center;">THIS ITEM WAS DEEMED CONFIDENTIAL PLEASE SEE <b>APPENDIX 2</b> FOR INFORMATION</p>	
<p>WC &amp; SB returned to the room</p>	
<p>7.5 Skills Audit</p> <p>Due to time restraints this matter was deferred to the next meeting of the Trust Board</p>	<b>CS</b>
<p>7.6 To agree the publication of Trust policies</p> <p>a) Nexus Competitive Tendering Policy</p> <ul style="list-style-type: none"> <li>• Policy approved - see item 6.1 on this agenda</li> <li>• Clerk to publish document</li> </ul> <p>b) Responding to a concern about a Member, Director or Governor Protocol</p> <p>Due to time restraints this matter was deferred to the next meeting of the Trust Board</p>	<b>CS</b>

<p>7.7 Verbal feedback from individual LGB Chairs Due to time restraints this matter was deferred to the next meeting of the Trust Board</p>	<b>CS</b>
<p>7.8 Update of Trust Board of Directors contacts</p> <ul style="list-style-type: none"> <li>• All Directors contacts have been recently checked and confirmed</li> </ul>	
<p>7.9 Trust Board of Directors to report on:</p> <ol style="list-style-type: none"> <li>a) any functions exercised on behalf of the Trust Board of Directors</li> <li>b) any training and development undertaken</li> <li>c) visits to schools within the MAT</li> </ol> <p>Due to time restraints this matter was deferred to the next meeting of the Trust Board</p>	<b>CS</b>
<p><b>8. ANY OTHER URGENT BUSINESS</b></p>	
<p>8.1 To consider any other urgent business agreed by the Chair</p> <p>8.1.1 Abbey Designation Change</p> <ul style="list-style-type: none"> <li>• Due to pressure of places for pupils it has been proposed that Abbey School amends it’s designation to include KS1 &amp; P16</li> <li>• Proposal will be discussed with LGB at next meeting</li> </ul>	
<p>8.1.2 LGB governor appointments &amp; future arrangements</p> <ul style="list-style-type: none"> <li>• Kelford LGB wish to appoint a new Governor Diane Hyner. Appointment approved</li> <li>• Current Scheme of Delegation requires approval from TBoD for the appointment of LGB Governors. It was agreed that this approval should be delegated to the LGBs and Head Teachers</li> <li>• Clerk to amend Scheme of Delegation accordingly</li> </ul>	<b>CS</b>
<p>8.1.3 Sponsor School</p> <p style="text-align: center;">THIS ITEM WAS DEEMED CONFIDENTIAL PLEASE SEE <b>APPENDIX 2</b> FOR INFORMATION</p>	
<p><b>9. CONFIDENTIALITY</b></p>	
<p>9.1 To consider the confidentiality of any items discussed during the meeting</p> <p>Items 6.4 Residential Provision Update 6.5 Free School Application Update 7.4 To appoint to CEO Appraisal &amp; Salary Review Committee 8.13 Sponsor School</p>	
<p><b>10. DATES OF NEXT MEETINGS</b></p>	
<p>10.1 Future Trust Board of Directors meeting dates:</p> <p>TBoD – Tuesday 11<sup>th</sup> October 2016 – 17:00-19:30 <b>at Kelford School</b></p> <p>TBoD – Wednesday 16<sup>th</sup> November 2016 – 17:00-19:30 at Kimberworth Children’s Centre</p> <p>TBoD – Tuesday 13<sup>th</sup> December 2016 – 17:00-19:30 <b>at Kelford School</b></p> <p>TBoD – Wednesday 18<sup>th</sup> January 2017 – 17:00-19:30 at Kimberworth Children’s Centre</p> <p>TBoD – Wednesday 15<sup>th</sup> February 2017 – 17:00-19:30 <b>at Kelford School</b></p>	

TBoD – Wednesday 15 <sup>th</sup> March 2017 – 17:00-19:30 at Kimberworth Children’s Centre	
TBoD – Wednesday 5 <sup>th</sup> April 2017 – 17:00-19:30 at Kelford School	
TBoD – Wednesday 17 <sup>th</sup> May 2017 – 17:00-19:30 at Kimberworth Children’s Centre	
TBoD – Wednesday 14 <sup>th</sup> June 2017 – 17:00-19:30 at Kelford School	
TBoD – Wednesday 12 <sup>th</sup> July 2017 – 17:00-19:30 at Kimberworth Children’s Centre	
Nexus MAT AGM – Monday 24 <sup>th</sup> July 2017 – 17:30	

### Minutes approved

CHAIR	SIGNATURE	DATE
ANDY CHILD		11/10/2016