



Nexus Board of Directors
Wednesday 27th November 2019 5 - 7.30pm
Nexus Headquarters

Attendees:		
Andrew Child	Director / Member & Chair of Trust Board of Directors	Chair
Helen Bellinger	Director	HB
Steve Booth	Director	SB
Peter Castleton	Director	PC
John Coleman	Director / Vice Chair of Trust Board of Directors	JC
Nick Hodge	Director	NH
Ray Palmer	Director	RPa
Rachel Potts	Director	RP
Sue Shelley	Director	SS
Also Present:		
Warren Carratt	Chief Executive Officer	CEO
Diane Hyner	Executive Assistant	DH
Michelle Smith	S4S – Senior HR Consultant	MS
Cath Sands	Chief Finance Officer	CS
Apologies:		

1. Welcome & Apologies For Absence	Actions
<p>1.1 Welcome & receive apologies for absence</p> <p>There were no apologies</p>	
<p>1.2 To accept apologies for absence</p> <p>There were no apologies</p>	
2. Items of AOB	
<p>2.1 Chair to determine any items of urgent business to be considered.</p> <ul style="list-style-type: none"> • Crags – Legal Advice • Academies break ins • NPQEL MAT Review 	
3. Declarations Of Interest	
<p>3.1 Individual Directors to declare any personal, business/governance interests on any item on the agenda</p> <p>SB & CEO Item 6</p> <p>For information HB was on the Intervention Board at North Ridge School but this will not impact on the discussions at Item 7</p>	
4. Trust Board of Directors Minutes	
<p>4.1. To approve the minutes of the Board meeting held on 23rd October 2019</p> <p>Minutes agreed as a true record.</p>	
<p>4.2. Review of Action Tracker</p> <p>The outstanding actions on the tracker were reviewed and updated.</p>	
5. Revised Central Management Team	
<p>All had received the revised Central Management Team structure proposed from September 2020 and the School Improvement specific structure.</p> <p>Directors highlighted this would give the CEO 19 direct reports which could be a potential area of concern and could therefore impact on CEO’s capacity to undertake strategic work. Directors agreed the need to have a spread of responsibility through a more dispersed leadership model.</p> <p>In response to a question about a deputy, the CEO stated there is a business continuity plan which outlines the matrix of leadership.</p> <p>A discussion followed around dispersed responsibility, the financial situation of the MAT and it was agreed to form a task and finish group with Headteacher input. The group will meet before April to develop ideas / options and commission a think piece from Michelle Smith.</p> <p>The group members will be</p> <ul style="list-style-type: none"> ▪ Helen Bellinger ▪ Pete Castleton ▪ Sue Shelley 	

<ul style="list-style-type: none"> ▪ Rachel Potts ▪ Andy Child <p>ACTION – CEO to bring the Central Management Team structure to April meeting.</p> <p>PC stated the larger the Trust gets the more challenges the Trust will have and we need to build support in so the CEO is freed up to deal with this</p> <p>CEO continued talking through the report</p> <p>Adverts will go out for the Headteachers for Kelford and Heatherwood in the spring, and a he timetable is in place.</p> <p>A key area is North Ridge and CEO is discussing with LS and the IEB whether it would be better to have an Exec Head and Head of School or a Headteacher.</p> <p>A discussion followed covering:</p> <ul style="list-style-type: none"> - school improvement and pedagogy and where that challenge comes from and if there is something missing from the structure to address this - the change to the central structure and moving to the Consultant Headteachers. - distribution some of the performance management to Headteachers so it would include all Heads in the process. <p>A discussion followed relating to support and challenge meetings</p>	<p>CEO 29/04/19</p>
<p>6. Executive Pay Review</p>	
<p>Michelle Smith joined the meeting for this item</p> <p>CEO stated the report relates to his role and the staff managed by him and therefore asked if Directors were comfortable for him to be there for the parts of the review report that are relevant to his reportees.</p> <p>All agreed they were happy for the CEO to be part of the discussion for the majority of the report.</p> <p>CEO stated it was important to adhere to frameworks agreed nationally. CEO gave clarity relating to JT new role and definition of Consultant Head from next year stating it is envisaged the role would not be managing Headteachers. CEO is happy with the CFO role and is not proposing to introduce a Chief Operating Officer into the structure at this current time.</p> <p>SB queried the information on page 2 relating to the word responsible for and if meant the number of schools responsible for and MS stated that should read MAT size of. CEO explained where there is an associate school the MAT are not responsible for.</p> <p>A discussion followed around recruitment and retention in relation to salaries and that the structured salaries may be limiting when recruiting Headteachers with experience. CEO stated that salaries would have to be discussed at recruitment stage on an</p>	

individual basis.

Directors discussed:

- the role of deputy to CEO in the structure.
- different scenarios of levels of pay and roles.
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It was agreed that the pay scale of L23 – L32 should be an indicative pay scale and the size of the MAT should be stripped out.

RPa asked how confident are we that the information is right in the report and MS stated the CEO and CFO are easy to calculate but the Consultant role is the difficult one.

CEO and SB left the meeting at 18:14

MS talked through the report informing the group that across the country there are great discrepancies and different figures relating to CEO pay and gave background information around where the information used in the report was gathered from. MS assumption around the substantial differences is due to changes following the setup of the trusts with new staff joining who earn more than the CEO. This does not work as there needs to be appropriate structures in place. MS has tried to base the report on a structure. MS went on to explain the CEO of Nexus is not from an Education background which has to be taken into consideration relating to pensions and benefits.

A lengthy discussion followed relating to KPI's and strategic objectives and if the pay scale should be linked them.

A discussion followed relating to the growth of the MAT and if restrictions should be put on numbers of schools joining. All agreed it was about offering high quality education to pupils so there should be no restrictions.

Chair stated this is a research piece of work and linked to the Pay Policy.

NH asked if we did adopt the pay structure, would it have a significant impact on financial situation now and the Chair confirmed it would not impact on budgets. Further discussions regarding budgets took place.

A discussion followed relating to the Chief Operating Officer role and how to determine the salary – this would feature in the central MAT structure review in April

HB stated she would like to see the executive pay information in the wider context of the pay policy which should include some of the points discussed around indicative pay range with some narrative around this.

Decision for the Pay Policy to be updated to reflect the discussion around the Executive Pay Report.

Action - MS to re-draft the pay policy in line with the agreed points.

MS left the meeting at 18:21

CEO and SB re-joined the meeting at 18:25

**MS
18/12/19**

7. Due Diligence Report – North Ridge

CEO presented the Due Diligence report for North Ridge. In 2018 the local authority removed the Governing Board and put in place an Interim Executive Board. There has not been a substantive Headteacher in post since 2016.

Lisa Suter and Karl O’Reilly were appointed as joint Executive Heads in 2018 and have made significant improvements regarding leadership and teaching and learning in the school since being in post.

Lisa Suter will remain as Executive Head for North Ridge and Heatherwood for the next year and Chris Evans, Deputy Head, from Pennine View School has been seconded full time at North Ridge to strengthen leadership. LS will step back from her one day per week commissioned role in Nexus for the next year.

A discussion followed relating to funding and provision and the CEO informed the TBoD he had written to the acting Director for commissioning at Doncaster MBC to review North Ridge base funding as it is significantly below any other SLD school in the area which is a significant risk.

The CEO stated the conversion will not take place until appropriate funding arrangements are agreed with the Doncaster MBC.

Chair asked if the figures on P3 were revised figures and the CFO talked through the information stating both pages are correct and the information on p4 in the left hand column is information the school has provided and the right hand column is after adjustments if funding arrangements are agreed.

CEO talked about top slicing and how schools are funded and the need for placements by DMBC.

NH asked what happened in 2016 regarding funding as previously they had been well funded and CEO stated it was the case in all special schools in Doncaster as previously the schools had been fairly funded but due to increased number of placements and rising staffing costs the base funding had not increased resulting in a cumulative deficit position.

JC asked if the school had any staff going through disciplinary procedures as the report has conflicting information and CEO stated the are 2 members of staff are going through a HR process which is Capability process rather than Disciplinary.

HB advised the group that the school had advertised for a Headteacher position but following interviews it was agreed there were no suitable candidates for the role.

NH stated that it looks as though parents and staff are positive about the school joining Nexus MAT.

SS asked about the information on p8 regarding pension deficit liabilities and if we need further clarification regarding this and the CFO gave further clarity and explained about SYP wanting to bring all pension rates into one rate of 14.4%. Pensions meetings are ongoing to discuss all of the academies converting.

RPa asked if the CEO had received a reply from Doncaster MBC regarding

<p>the letter sent and CEO confirmed that he is waiting for a response.</p> <p>Chair asked if the TBoD agree in principle with the document dependant on the response from Doncaster SS felt the TBoD are not in a position to approve until the figures are agreed. CEO stated he would come back to the board if the figures are different and have an updated Due Diligence Report.</p> <p>All agreed to the conversion of North Ridge in principle with the condition that conversion would not take place without an improved funding agreement with DMBC in line with the request from the CEO. If the funding is not agreed further due diligence will be required with a delay to the conversion.</p> <p>Action – CEO to send a copy of the letter sent to DMBC to all directors for information.</p>	<p>Completed</p>
<p>8. Annual Report</p>	
<p>CEO had made the grammatical changes as requested with amendments in the body of the text and updated the language around North Ridge.</p> <p>All agreed to sign off the report</p> <p>Chair asked how is the report being circulated and the CEO confirmed it will be put on the Trust website, a copy will go to the DfE, copies will be made available for parents in schools it will be sent to Headteachers.</p> <p>SS asked if it will be on schools websites in terms of visibility and the CEO stated there is no reason why not</p> <p>PC stated he was not sure why the report is called an annual report for Directors CEO stated as we have changed the target audience the title can changed</p> <p>A discussion followed relating to having the document available in different languages and easy read versions to ensure equity of access.</p>	
<p>9. Additional Inset Day – Kelford School 12.12.19</p>	
<p>Kelford School have requested an Inset day on 12th December due to the General Election as the school has been identified as a polling station.</p> <p>All agreed to the Inset day.</p>	
<p>10. Policy Review Report</p>	
<p>Write Offs and Disposal Policy CEO gave background information stating due to number of changes from the last Policy this constitutes a new policy.</p> <p>RPA asked about debt from school dinners and if we have parent pay and the CEO informed the TBoD that some schools have parent pay but not all and that we are trying to embed it. CEO confirmed the A&F committee had had debt write-off reports, gave examples and stated that the CFO will now have clearer responsibilities</p>	

<p>around this the information.</p> <p>SB asked about disposal of items purchased via grant funding and how is that monitored in terms of compliance and the CEO confirmed where bought and clarified as an asset there is a tracker and charities will be informed. SB informed the group that if we do have an asset through grant funding and we sell it the funds have to be returned to the ESFA.</p> <p>Agreed to the policy</p>		
<p>11. Any other urgent business</p>		
<p>11.1 Craggs Letter – See Confidential Appendix 1</p> <p>11.2 Break in</p> <p>SS gave background information in relation to a discussion which took place at the last A&F committee meeting regarding a reduction in the amount of cash held in schools and the need to look at procedures in place.</p> <p>The CEO informed the TBoD that the safe has now been found and the thieves were unable to open the safe. The Trust is moving toward not having as much cash in schools.</p> <p>11.3 NPQEL Review of Nexus MAT</p> <p>Chair talked through the report stating there was some good comments and some things to think about. Chair suggest a half day or full day off site to go through the report and to formulate a way forward.</p> <p>JC asked who else has seen this report and the CEO stated he has drafted an email to send to members and the wider leadership team and LGB's. JC suggested the email goes from the Chair of the TBoD and CEO agreed that would be more appropriate.</p> <p>Action – Directors to send dates to Clerk when not available in February so a date can be organised for a full day session.</p>	<p>All 18/12/19</p>	
<p>12. REVIEW OF RISK</p>		
<p>To consider any new risks identified during the meeting for referral to Audit & Finance Committee</p> <p>There were no new items identified as a risk</p>		
<p>13. CONFIDENTIALITY</p>		
<p>To consider the confidentiality of any items discussed during the meeting.</p> <p>Item 11.1 was deemed to a confidential item.</p>		
<p>14. DATES OF NEXT MEETINGS</p>		
<p>Meeting with Hart Shaw Wednesday 4th December 2019</p>	<p>17:00 – 19:00</p>	<p>Kimberworth CC</p>

Wednesday 18 th December 2019	17:00 – 19:30	Kimberworth CC
Members AGM Monday 20 th January 2020	17:30 – 19:00	Nexus Headquarters
Wednesday 29 th January 2020	17:00 – 19:30	Kimberworth CC
Wednesday 26 th February 2020	17:00 – 19:30	Kimberworth CC
Wednesday 25 th March 2020	17:00 – 19:30	Kimberworth CC
Wednesday 29 th April 2020	17:00 – 19:30	Kimberworth CC
Wednesday 20 th May 2020	17:00 – 19:30	Kimberworth CC
Leadership Summit Tuesday 9 th June 2020	16:00 – 19:00	Crags School
Wednesday 24 th June 2020	17:00 – 19:30	Kimberworth CC
Wednesday 29 th July 2020	17:00 – 19:30	Nexus Headquarters

Minutes approved

CHAIR	SIGNATURE	DATE
ANDREW CHILD		