



**Trust Board of Directors Meeting  
Wednesday 19<sup>th</sup> December 2018 at 17:00 – 19:30  
at Kimberworth Children's Centre**

<b>Attendees:</b>		
Andrew Child	Director / Member & Chair of Trust Board of Directors	AC
John Coleman	Director / Vice Chair of Trust Board of Directors	JC
Steve Booth	Director	SB
Peter Castleton	Director	PC
Nick Hodge	Director	NH
Rachel Potts	Director	REP
Sue Shelley	Director	SS
<b>Also Present:</b>		
Warren Carratt	CEO	CEO
David McNaught	DCEO	DM
Diane Hyner	Executive Assistant	DH
Cath Sands	CFO Nexus	CFO
Hannah Jones	Hart Shaw LLP – Part of the meeting	HJ
Amy Hiley	Hart Shaw LLP – Part of the meeting	AH
<b>Apologies:</b>		
Ray Palmer	Director	RP

<b>1. WELCOME &amp; APOLOGIES FOR ABSENCE</b>	
1.1 To receive apologies for absence Apologies were received from Ray Palmer	
1.2 To accept apologies for absence Apologies were accepted.	
<b>2. ITEMS OF URGENT BUSINESS</b>	
2.1 Chair to determine any items of urgent business to be considered There were no items of urgent business.	
<b>3. DECLARATION OF INTERESTS</b>	
3.1 Individual Directors to declare any personal, business or other governance interests on any item on the agenda There were no declarations of interest to items on the agenda	
<b>4. Annual Audit Accounts Sign Off</b>	
<p>Hannah Jones and Amy Hiley from Hart Shaw LLP attended the meeting and presented the Annual Audit of Accounts. Copies of the Audit Accounts were provided. The wording had been amended on p7, p9 making the information clearer about the breakdown of funds. It was confirmed that the audit recommendations letter will be sent to the ESFA as this is routine practice, alongside it being sent to the MAT. SS asked if the TBoD can see a copy of the letter send to ESFA <b>ACTION</b> – CFO to add to Jan A&amp;F agenda.</p> <p>Hannah and Amy talked through the report. Confidential information recorded in Appendix 1</p> <p>Chair thanked Hart Shaws on behalf of the Trust Board for the comprehensive work completed to date.</p> <p>CEO &amp; Chair signed off the 2017/18 Annual Accounts</p> <p>Hannah Jones &amp; Amy Hiley left the meeting at – 17.25 pm</p>	<p><b>CFO A&amp;F meeting 14/01/19</b></p>
<b>5. TRUST BOARD OF DIRECTOR MINUTES</b>	
<p>5.1. To approve the minutes of the following Board meeting: Chair explained the change to the format of the agenda which will identify items for actions and items for information. There will be 3 key areas, strategy, accountability and finance Minutes from Trust Board of Directors meeting held on 24<sup>th</sup> October 2018 Cath Sands attended meeting but not recorded as attending. P12 – agenda item 7 – in action should be CFO not CH <b>ACTION</b> - clerk to amend minutes. With amended the minutes were approved.</p>	<p><b>Clerk Completed</b></p>

<p>5.2. Review of Action Tracker The outstanding actions on the tracker were reviewed and updated.</p>	
<p>5.3. Matters arising from the minutes There were no other matters arising</p>	
<p><b>6. Central Trust Structure Proposal</b></p>	
<p>DMc and CFO left the meeting for this item.</p> <p>CEO talked through the 2 proposed structures, one to the end of the academic year and one from Sep 2019.</p> <p>Assistant CEO – to pick up line management of Headteacher at Abbey and Kelford. CEO is still involved with schools and strategic decisions. Jill Walker is leaving and headteachers will be asked to pick up commissioned pieces of work. Proposed re-designating Assistant CEO role to Deputy CEO. No change in grade required. CFO acting up arrangement is in place until the end of Aug and will review permanence in the summer. 2 new finance officers to be recruited. CEO proposes to over recruit to finance and compliance officer role by a further FTE to create capacity for growth. Directors agreed with this. Central trust forecasting a 60k underspend with the new structure in place. Change Emma Heyes job title to Strategic Change Project Manager and propose this role is the lead for H&amp;S and Capital Projects. Board Executive Assistant CS has retired. DH acting up into this role. Nexus is working with S4S looking to increase clerking services.</p> <p><b>All approved structure from Jan until Sep 19</b></p> <p>Structure from September Have localities with Lead Headteacher, Rotherham &amp; Sheffield SEND, Doncaster SEND and Lead Headteacher Primary. Discussion followed relating to grouping and structuring of the schools including models based on geographical and moderate and severe learning disabilities. PC asked how does the proposed structure from 2019 fit in with CEO role not being connected with schools and making them feel part of the Trust. CEO stated that as Nexus grows that will happen and CEO would hope they will see the links with the executive leads with the Trust. The intention is for the CEO to be more visible in the school community. CEO gave an update relating to a Sheffield Primary who have been considering joining the Trust. NH stated that sometimes what governors do need to hear is case studies from schools who have joined academies and how education for children have improved. CEO confirmed he has produced an Impact Document and value for money document for the top slice. <b>ACTION</b> – CEO to circulate Impact Document.</p>	<p><b>Completed</b></p>

<p>September structure is for information, to bring back in spring for further discussion.          Agreed in principle at this time</p>	
<p><b>7. Policy Review – New Policies.</b></p>	
<p>CEO talked through reason for LAC Policy and that it is not a statutory requirement.          DMc and ELT have created the policy.          This doesn't replace the overarching safeguarding policy.          The TBoD asked if there is a Link Governor for LAC at LGB's          DMc confirmed if approved each governing body will identify a link governor for LAC.          A discussion followed relating to the need to include information about not excluding LAC unless there are exceptional circumstances.  <b>ACTION</b> – DMc to update and publish</p>	<p><b>Completed</b></p>
<p><b>8. MAT Communications</b></p>	
<p>Following on from the Director session in November it was agreed for the formation of a Task and Finish Group.          DMc has completed a piece of work looking at Nexus and all partners we inter relate with and wider partnerships, looking at how partnerships link with organisations.          DMc has created a Spider diagram which will be interactive so when you click on an item it will show what the partnership is stating.  <b>ACTION</b> – DMc to completed mapping by the end of January.   <b>ACTION</b> – CEO to circulate date and send invites to meeting of task and finish group          JC to lead.</p>	<p><b>DMc</b>  <b>30/01/19</b>  <b>CEO</b>  <b>30/01/19</b></p>
<p><b>9. MAT BUDGET MONITORING</b></p>	
<p>CFO talked through the budget report.           First monthly monitoring information brought to TBoD and the report is for October.          Help is being provided to Hilltop by the business manager from Becton School          CEO talked through work completed to improve budget position including staffing profile.          Chair asked at what point in time will we know the budget has been sorted          CEO confirmed it would be February.          JC asked what are the risks of this happening in another school and what checks and balances are there in place?          CEO confirmed we have assurance from auditors. A Finance and Compliance officer will work with business managers to ensure accurate information is in place. Nexus is moving to one Trust bank account from Feb 1<sup>st</sup>.          SS stated from the letter from the auditor can we make sure this in the Headteacher Performance record and ensure they are aware of consequences.          CEO stated we need to be clear heads are responsible for responding to recommendations.</p>	

<p>A discussion followed relating to various issues within individual schools and the need for earned autonomy in schools. DMc informed the group that new descriptors will be added to the dashboard following piloting at PV including ICFP grade descriptors with a RAG rating overall finance summary page</p> <p><b>ACTION</b> – CFO to update predicted outcome column to include "year-end outturn 2018/19".</p>	<p><b>CFO</b> <b>30/01/19</b></p>
<p><b>10. ACADEMIES HR UPDATE</b></p>	
<p>Information relating to this item is recorded in Confidential Appendix 2</p>	
<p><b>11. STRATEGIC BUSINESS PLAN</b></p>	
<p>CEO talked through the strategic business plan. A discussion followed relating to the potential for merger with other Trusts. RP asked about timescale for the potential merger. CEO confirmed for a merger it could be between 6 and 18 months but further discussion is needed.</p> <p>CEO has arranged to meet with John Stonehouse the new DCS from Rotherham MBC.</p> <p>JC informed the group about a briefing session by RoSiS which headteachers have been invited and will be facilitated by John Edwards and John Stonehouse and wondered if Directors could attend the briefing.</p> <p><b>ACTION</b> – CEO to establish if Directors can attend the briefing.</p>	<p><b>CEO</b> <b>ASAP</b></p>
<p><b>12. ANY OTHER BUSINESS</b></p>	
<p>There were no items of urgent business.</p>	
<p><b>13. REVIEW OF RISK</b></p>	
<p>13.1 To consider any new risks identified during the meeting for referral to the Trust Committees No risk identified</p>	
<p>13.2 Conference Feedback – Sue Shelley</p> <p>SS gave a brief update and provided slides from a conference she attended recently. SS recommend the conference facilitated by Irwin Mitchell. <b>ACTION</b> – SS to share notes from the conference facilitated by Irwin Mitchell.</p> <p>Chair informed the group he had recently attended a conference facilitated by Wrigley's solicitor about the rise of MATS.</p>	<p><b>SS</b> <b>30/01/19</b></p>
<p><b>14. CONFIDENTIALITY</b></p>	
<p>Items 4 and 10 was deemed confidential</p>	

**15. DATES OF NEXT MEETINGS**

15.1 Future Trust Board of Directors meeting dates:

Members AGM, Monday 21st January 2019 at 17:30 – 19:00, Kimberworth Children’s Centre  
Wednesday 30<sup>th</sup> January 2019 at 17:00 – 19:30, Kimberworth Children’s Centre  
Wednesday 27<sup>th</sup> February 2019 at 17:00 – 19:30, Kimberworth Children’s Centre  
Wednesday 27<sup>th</sup> March 2019 at 17:00 – 19:30, Kimberworth Children’s Centre  
Wednesday 1<sup>st</sup> May 2019 at 17:00 – 19:30, Kimberworth Children’s Centre  
Wednesday 22<sup>nd</sup> May 2019 at 17:00 – 19:30, Kimberworth Children’s Centre  
[Wednesday 19<sup>th</sup> June – Leadership Summit – 16:00 – 19:00 at The Source, Meadowhall](#)  
Wednesday 26<sup>th</sup> June 2019 at 17:00 – 19:30, Kimberworth Children’s Centre  
Wednesday 24<sup>th</sup> July 2019 at 17:00 – 19:30, Nexus Headquarters  
Wednesday 14<sup>th</sup> August 2019 at 17:00 – 19:30, Nexus Headquarters

**Minutes approved**

CHAIR	SIGNATURE	DATE
ANDREW CHILD		30/01/19