

**Trust Board of Directors Meeting
Tuesday 13th December 2016, 17:00 – 19:30
at Kelford School, Oakdale Road,
Kimberworth, Rotherham S61 2NU**

ACTION POINTS SUMMARY SHEET

Actions		By & Target Date
6.3 14/09/16	Governance Development Programme 11/10 CEO to continue to review & develop update at November TBoD 16/11 - Self-assessments & skills audits still not all completed. Plan will be set after collation & analysis	Clerk/CEO ongoing 18/01/17
2.1 11/10/16	Associate Director position. Review of position in March 17, to reflect whether this should be a substantive position.	On agenda 15/03/17
4.2 11/10/16	Audit & Finance Committee to review Reserves Policy & development Investment Policy	On agenda 15/03/17
6.6 11/10/16	E-Governors SS/SB to pilot & set success criteria update Dec 16. 13/12/17 Course being arranged for all Governance of Nexus in February 2017	Completed
7.3 11/10/16	Skills Audits – recirculate audit to Directors 16/11 - Self-assessments & skills audits still not all completed. Plan will be set after collation & analysis	Clerk/CEO ongoing 18/01/17
7.1 16/11/16	National external advert for Head Teacher position at Hilltop School. WC and SB to progress	WC/SB
4.1 13/12/16	Goodwill - CFO to check if required in accounts	CFO 18/01/2017
4.1 13/12/16	Future structure of TBoD, inclusion of LGB Chairs to be reviewed	On agenda 15/03/17
4.2 13/12/16	Information Governance & Governance access to data - CFO to work with ICT Lead to continue to develop	Standards agenda 20/03/17
4.3 13/12/16	Small working party agreed to investigate further AC, PC, JI, to work with WC & JM to review	AC/CEO 18/01/2017
5.4 13/12/16	Policy review - WC/JC to work with JT & Clerks on policy review	Standards agenda 20/03/17
6.1 13/12/16	School Improvement Strategy action plan to be added to CEO Termly report to evidence added value	CEO 17/05/17
6.2 13/12/16	Consolidated accounts - Trust cash flow details to be added to next report	CFO 18/01/17
6.2 13/12/16	MAT salaries will be shown in report in future	CFO 18/01/17
6.2 13/12/16	Liquidity Ratios - will be ready for audit and in next report	CFO 18/01/17
6.5 13/12/16	CEO to circulate Application for Free School to Directors when completed	CEO 18/01/17



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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
Alan Meloy	Independent Director	AM
Peter Castleton	Independent Director	PC
Catherine Hall	Independent Director	CH
Warren Carratt	CEO Nexus MAT	WC
Amanda Benton	Associate Director	AB

Also Present:

Clare Southwell	Clerk	CS
Tracey Brooke	CFO Nexus MAT	TB

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	Chair to determine any items of urgent business to be considered <ul style="list-style-type: none"> Chief Executive Officer- Director Status 	
3. DECLARATION OF INTERESTS		
3.1	Individual Directors to declare any personal, business or other governance interests on any item on the agenda <ul style="list-style-type: none"> CEO, CFO & SB all declared an interest in item 4.3 and will leave the room whilst this item is discussed 	
4. ITEMS FOR APPROVAL		
4.1	Nexus Five Year Strategic Plan <ul style="list-style-type: none"> Directors previously agreed 7 objectives This is a five year plan that will change with external changes & pressures i.e. Government changes & Brexit, NHS changes, funding changes. Other factors will be taken on board as they arrive Valuable to have different view-points on the board Success indicators discussed by CEO/CFO & visions of where we are 1-2 years, 2-4 years and 5 years onwards Strategic plan shows Nexus as a business Strategic relationship map Shows growth of budget in line with growth of MAT Requirement from RSC to publish Individual plans around business ventures Growth will happen as & how Nexus want it at the rate Nexus wants to grow Need to regularly review & evidence that the MAT is adding value Leadership summit could review added value Document approved 	

Questions & Challenges	Response	Further action(s)
<i>Excellent document, presentation & content What will system be to update & keep updated</i>	Annual executive summary to show where we are and any updates, to add on as appendices	Directors to email any further comments/amen dments to CEO/CFO
<i>Are MAT levels of staffing sufficient to cover growth</i>	No not sufficient as present. On growth of MAT & demand & increase of work for central MAT staff CEO will ensure that level of support is sufficient. As Head Teachers, CEO has a limit set for expenditure. Spend above £20,000 needs approval by Directors and therefore	

	<p>staffing changes over this threshold will require a business case to the Board.</p> <p>Performance targets for CEO on value for money & continual review of top slice from schools</p>		
<i>Growth of taking on new schools</i>	Risk management & due diligence processes now in place		
<i>Technically a Small, Medium Enterprise (SME) is there anything built into accounts for goodwill? Is it valuable to have?</i>	<p>Not at present, could look at it with accounts at next visit</p> <p>Time given by volunteers – i.e. Directors & Governors</p>	CFO to check if required in accounts	
<p><i>Size of board with growth?</i></p> <p><i>How will voice of schools be heard if not on TBoD?</i></p>	<p>Need to restructure – i.e. LGB chairs Director Board capped at 11 named Directors. Early 2017 sustainability of LGB chairs being Directors to be discussed</p> <p>Looking at other MATs process, possible Director to oversee LGBs & meet with Chairs who report back to TB</p>	Look at structure in March 2017	
<i>Is Nexus top slice same for outstanding schools as others</i>	Agreement & all documents show a 5% top slice for all. Feeling that it would be unfair to have different levels. Hoped as MAT grows that top slice would reduce but not able to agree that at present		
<i>Leaning opportunities & learning for life</i>	<p>Top slice would not cover long life learning. Other projects would only be set up using external funding & grants</p> <p>DfE specific grants to set up residential</p> <p>Continuing Health Care funding from NHS for children goes to education but it is different for adults as it goes to the LA. Need to show clearly where funding is received from & where used within Nexus. Project plans would show funding for individual projects</p>		
<p><i>Bricks & mortar?</i></p> <p><i>Do we retain responsibility of people 19+?</i></p> <p><i>How will it be managed?</i></p>	<p>Possible sites where funding streams might be available for employment, residential & community programme schemes. LA adult assets where centres are being closed would also become available, transfer of commissioned service? Very challenging, not been carried out previously, continual increase annually of leavers from education</p>		

	<p>into the P19 group, lots of possibilities, need to be part of the discussions from the beginning of any larger projects within the area</p>														
<p>4.2 ICT Strategy</p>															
<ul style="list-style-type: none"> • Requirement to publish • Currently ICT budgets sit within school budgets but very limited due to budget restraints • MAT ICT Strategy will bring schools inline so there can be investment • Investment from grants, central funding other sources • Document Approved 															
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<p>CEO, CFO, SB left the room</p>															
<p>4.3 Executive Pay Report THIS ITEM WAS DEEMED AS CONFIDENTIAL PLEASE SEE APPENDIX 1 FOR INFORMATION</p>															
<p>CEO,CFO & SB returned to the room</p>															
<p>4.4 Abbey Re-designation Business Case</p> <ul style="list-style-type: none"> • Draft documents as several grammatical errors need amending • If change of pupil numbers is over 30 application needs to be made to DfE • Proposed change is 40 • Document approved after amendments made 															
<p>4.5 Smoking Policy</p> <ul style="list-style-type: none"> • Policy agree & approved, not in place at present • Directors agreed that smoking by school gates not acceptable and should be away from the school • Some staff belief that they have an entitlement to smoking breaks • LGB Chairs to lead on HR issues in individual schools 															

5. TRUST BOARD OF DIRECTOR MINUTES											
5.1	To approve the minutes of the following meetings: TBoD meeting held on 16 th November 2016 <ul style="list-style-type: none"> Minutes approved 										
5.2	Notes from CEO confirmation in post interview held on 16 th November 2016 <ul style="list-style-type: none"> Notes approved 										
5.3	Audit & Finance Committee meeting held on 2 nd November 2016 <ul style="list-style-type: none"> Minutes approved 										
5.4	Standards Committee meeting held on 28 th November 2016 <ul style="list-style-type: none"> Minutes approved Update form Chair of Committee Very detailed report from School Improvement Lead Discussion about data and how Governors access & review data Relationship between Standards Committee & Link Governors for Teaching & Learning discussed. Link Governors to be invited to attend future meets Work programme for Clerks to work with School Improvement Lead and Head Teachers to ensure all policies in place & procedure/appendices in place where appropriate 	WC/JC to work with JT & Clerks on policy review									
5.5	Matters arising from the Minutes <ul style="list-style-type: none"> Actions noted above 										
6. CHIEF EXECUTIVE’S REPORT											
6.1	CEO Termly Report <ul style="list-style-type: none"> Report level above HT report, meaningful for Directors New format but is an evolving document Plan based on Regional Schools Commissioner (RSC) format for Sept & Dec 16 Greens & orange are positive moved along way in short existence of MAT Timescale for embedding to be addressed Terminology to be standardised and as documents go on portal – clear pathways to show links to correct documents Glossary being developed to be shared with all Nexus 										
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	Improvement Lead could be added to this report - agreed		
<i>Measures of behaviour, are schools measuring the same thing and reporting against the same criteria?</i>	Figures not adding up, areas to be address & already an action from Standards Committee JT working on clear definitions		
<p>6.2 Monthly Nexus Trust Budget and Budget Plans</p> <ul style="list-style-type: none"> • RSC offers workshops & MAT Health Check when MATs grow to 5 schools • Items on health check already being addressed • Approval for sponsoring Pennine View so £70,000 grant for sponsorship will be received • EFA requested all Trusts incorporated between 1st April and 1st August 2016 to produce accounts to 31st August 2016. BHP Auditors have attended to prepare accounts for submission and will carry out an audit in January 2017. The report to go to the A&F Committee on 1st March 2017 and for approval by Directors at meeting on 15th March 2017 before submission to the EFA. • Consolidated accounts now show all 4 individual accounts below; Nexus & three schools • Future will focus on account sheets • Budget report accepted and approved 			
Questions & Challenges	Response	Further action(s)	
<i>EFA inspection report</i>	Use report as a template to ensure that we are governing finances correctly		
<i>Who legally the owner of cash in schools?</i>	Funding agreement from EFA to the Trust but then the money is delegated from Trust to Head Teachers & LGBs		
<i>Cash flow is what is in the consolidated amount as report only shows schools cash flow</i>	Trust cash flow details to be added to next report	CFO to update	
<i>If school has surplus does it stay with schools</i>	Money ring fenced to schools so surplus remains with the school. CFO & A&F Committee would investigate if there was unreasonable or unexpected surplus. CEO is Accountable Officer so could move surplus back to central trust if appropriate		
<i>Salaries in table 1B – are MAT salaries included?</i>	MAT salaries will be shown in this part of the report in future Ring fenced money for salaries. SYP will not recognise MAT as school so Nexus salaries are paid via Hilltop School to ensure employee’s pension contributions are secure	CFO to update	

<p><i>Liquidity Ratios – a measure of Nexus security and cash flow versus current liability. Can these be shown?</i></p>	<p>Will be ready for audit and in next report</p>	<p>CFO to update</p>	
<p>6.3 Residential Provision Update 6.4 Free School Application Update</p> <p>THESE ITEMS WERE DEEMED CONFIDENTIAL PLEASE SEE APPENDIX 2 FOR INFORMATION</p>			
<p>6.5 Sponsored school update</p> <ul style="list-style-type: none"> • Sponsorship approved by DfE • Intervention Board in place from 1st January 2017 and membership being currently agreed • Board to be Chaired by John Coleman 			
<p>6.6 Standards Committee Report</p> <ul style="list-style-type: none"> • Dealt with at item 5.4 on this agenda 			
<p>7. GOVERNANCE MATTERS</p>			
<p>7.1 Arrangements and appointment to CEO Performance Review Committee</p> <ul style="list-style-type: none"> • Previous Board for review was Chair AC, JI & Phil Marshall, external advisor • Current objectives go to 31st August 2017 			
<p>7.2 To address vacancies, confirm appointments, approve additional responsibilities of Directors</p> <ul style="list-style-type: none"> • Currently 2 vacancies but not actively addressing at present due to growth of MAT 			
<p>7.3 Verbal feedback from individual LGB Chairs</p> <p>Abbey School</p> <ul style="list-style-type: none"> • Changes in Governors - 2 new governors in place • Re-designation of school <p>Hilltop School</p> <ul style="list-style-type: none"> • Changes in Governors - 4 new Governors starting in new year including EGovernor <p>Kelford School</p> <ul style="list-style-type: none"> • Changes in Governors - 3 new governors in place including EGovernor • Link Governor work ongoing • Safeguarding – ongoing work from Section 11 action plan <p>All LGBs</p> <ul style="list-style-type: none"> • Smaller LGBs but more active • Clerk & Chairs supporting induction of new Governors • CEO developing training programme • Several new Governors attending Learners First & LA Induction to Governance courses 			

<p>7.4 Update of Trust Board of Directors contacts</p> <ul style="list-style-type: none"> All Directors contacts were checked and confirmed 	
<p>7.5 Trust Board of Directors to report on:</p> <ol style="list-style-type: none"> any functions exercised on behalf of the Trust Board of Directors any training and development undertaken visits to schools within the MAT <ul style="list-style-type: none"> Directors reported on courses attended 	
8. ANY OTHER URGENT BUSINESS	
<p>8.1 To consider any other urgent business agreed by the Chair</p> <ul style="list-style-type: none"> Chief Executive Officer- Director Status - Due to time restraints this will be discussed at next meeting 	CS to add to next agenda
9. CONFIDENTIALITY	
<p>9.1 To consider the confidentiality of any items discussed during the meeting</p> <ul style="list-style-type: none"> Item 4.3 was deemed to be confidential see appendix 1 Items 6.3 & 6.4 were deemed to be confidential see appendix 2 	
10. DATES OF NEXT MEETINGS	
<p>10.1 Future Trust Board of Directors meeting dates: Date of Standards meeting changed TBoD – Wednesday 18th January 2017 – 17:00-19:30 at Kimberworth Children’s Centre Finance & Audit Committee – Wednesday 1st March 2017 – 17:00 at Hilltop School TBoD – Wednesday 15th March 2017 – 17:00-19:30 at Kimberworth Children’s Centre Standards Committee – Tuesday 21st March 2017 - 10:00 at Kimberworth Children’s Centre Finance & Audit Committee – Wednesday 3rd May 2017 – 17:00 at Hilltop School TBoD – Wednesday 17th May 2017 – 17:00-19:30 at Kimberworth Children’s Centre Standards Committee – Monday 26th June 2017 - 10:00 at Kimberworth Children’s Centre TBoD – Wednesday 12th July 2017 – 17:00-19:30 at Kimberworth Children’s Centre Nexus MAT AGM – Monday 24th July 2017 – 17:30</p>	

Minutes approved

CHAIR	SIGNATURE	DATE
ANDY CHILD		18/01/2017