

**Trust Board of Directors Meeting
Wednesday 20th December 2017 at 17:00 – 19:30
at Kimberworth Children's Centre
Kimberworth Rd, Rotherham S61 1HE**

OUTSTANDING ACTIONS

Agenda Ref:	Actions	By & Target Date
4.1 20/12/17	Approval of Annual Accounts 2016/2017 - Apprenticeship levy was challenged; it was felt that the figure should be higher as all schools have been paying this levy since April 2017. PA to investigate whether figure reported is correct	PA 21/12/17
4.6 25/10/17	Draft Memorandum of Understanding between Nexus MAT & Rotherham Parent Forum Ltd – CEO to share Rotherham Parent Forum Ltd (RPF) 29/11/17 – very keen but no formal reply at present. Update to follow. 20/12/17 – CEO contacted RPF, Trustees still have further questions & will follow up in new year	CEO 31/01/18
6.2 29/11/17	2017/18 Strategic Business Plan. CEO to arrange for middle leaders to visit from other Nexus schools to give their opinions on how Hilltop can improve environment & teaching areas	CEO 31/01/18
4.1.3 29/11/17	Charges & Remissions Policy. Music Tuition SS to define lines of enquiry & consider issues to discuss with Headteachers and LGBs. – 20/12/17 – ongoing defer to new year	SS 28/02/18
4.1 20/12/17	Approval of Annual Accounts 2016/2017 - Directors agreed to retender for the service of Auditors to the Trust in the new year.	CEO/CFO 28/02/18
4.4 20/12/17	Report from Leading Edge Associates - Item to be placed on February Challenge agenda where the reviews can be discussed in more detail	CEO 28/02/18
7.1.6 20/12/17	Communication Plan Review – Received by CEO this week – needs a broader more detailed review CEO to address and bring back to a challenge meeting for discussion	CEO 28/02/18
8.1.1 29/11/17	The National Schools Commissioner is offering schools the option to join academy trusts as "associate members" so they do not relinquish their legal independence. Sir David Carter said that he would be making the point more widely in future, as a response to hurdles some schools face in joining academies. It was felt that this matter required further discussion and dedicated time so that it can be discussed in more detail at next meeting. 20/12/17 – Item noted but not enough information at present. To be brought back to Trust Board in 6 months or when further information is released	CEO June 18

COMPLETED ACTIONS

Agenda Ref:	Actions	By & Target Date
7.2 27/09/17	2017/18 Strategic Business Plan - TB gave an update re previous discussion for individual pupil. As a Trust Board should we be reporting the situation to the Safeguarding Board? CFO to raise with CEO but agreed referral to come from Trust Board not individually from the CEO 29/11/17 – CEO to meet with Social Care this week & will then report back. CH declared an interest regarding action 7.2 as part of her employment & role in the NHS. It was agreed that it was not necessary for CH to leave the room. 20/12/17 - CH declared an interest regarding action 7.2 as part of her employment & role in the NHS. It was agreed that it was not necessary for CH to leave the room. CEO has addressed issued with LA. Issue discussed & completed	Completed
7.4 27/09/17	Nexus MAT Governance Review - Trust Board & LGB self-assessments and reviews - All to complete a NGA skills audit – to be circulated along with National College Guidance to Directors. 25/10/17 - Made every effort arrange LGB external reviews, Kelford undertaken 14th Oct. Still trying to arrange other dates with Leading Edge. NGA audits completion ongoing 29/11/17 – All LGB reviews undertaken. Director interviews to take place in December, presently no feedback but CEO will provide verbal update. 20/12/17 – On agenda item 4.4	Completed
4.3 25/10/17	External Advisors to Standards Committee and new associate Director - CEO Agreed to source advisor information to go to Standards Committee 29/11/17 – Conversations ongoing update to follow. 20/12/17 – dealt with as part of AOB item 7.1.1	Completed
4.1.2 29/11/17	Attendance Policy. It was noted some areas within the policy did need further development so it was agreed that Directors email the CEO with suggestions & amendments & that the policy would be brought bank to the next meeting for approval. 20/12/17 – On agenda item 4.3	Completed
6.2 29/11/17	2017/18 Strategic Business Plan. CEO to arrange at February Challenge meeting, a presentation from Victoria Morris the newly appointed Extended Services Manager. 20/12/17 – presentation arranged	Completed
8.1.2 29/11/17	Maltby Craggs Conversion. Donna Sutton & Vice-Chair, Michelle Thompson to meet other LGB Chairs & visit LGBs when appropriate. DM to arrange via Headteachers. 20/12/17 - DM to addressing	Completed
4.2 20/12/2017	Craggs Community School Conversion Recommendations - Re new Appeals Policy the CEO will develop & present draft to Trust Board for approval – 31/01/2017 – On agenda	Completed
4.3 20/12/2017	Attendance Policy - The policy was approved. Clerk to arrange publication – 30/01/18 - Completed	Completed
4.6 14/06/17	Anti-Fraud, Bribery & Corruption Policy - Check whistle blowing policy to ensure it is in line with this policy 27/09/17 – Work still ongoing update at November Trust Board meeting 29/11/17 – language in Whistleblowing Policy can be tightened up so this will be updated 31/01/18 – Completed – on agenda 4.1.5	Completed

6.1 29/11/17	2017/18 Trust Budget Monitoring Report. Table 1a & 1b are just the schools only. Change title to consolidated schools 31/01/18 – Table amended	Complete
6.2 29/11/17	2017/18 Strategic Business Plan. Extended Services Financial Reports to be included in future Trust Board finance reports. 31/01/18 – Report amended	Completed
4.1 20/12/17	Approval of Annual Accounts 2016/2017 - Document to show that the accounting figures for the previous year are only for 3 months & for 3 schools. They are not a full year so this makes the figures year to year incomparable in the document. Issue noted - PA to add footnote to highlight this. 21/12/17 - Completed	Completed
4.1 20/12/17	Approval of Annual Accounts 2016/2017 - Page 6 – It was noted that there was a typing error & the arrow was shown in the wrong direction 21/12/17 - Completed	Completed
4.1 20/12/17	Approval of Annual Accounts 2016/2017 - It was agreed that the CFO would re-word the report & ensure new wording is approved by CEO & Chair & then forward to BHP to be approved & amended prior to publication on 21st December 2017. CFO to upload onto EFSA website. 21/12/17 - Completed	Completed
4.1 20/12/17	Approval of Annual Accounts 2016/2017 - Pupil Premium is highlighted but where are other Government Grants shown – i.e. PE Grants & Year 7 Catch-up? PA to investigate 21/12/17 - Completed	Completed
4.1 20/12/17	Approval of Annual Accounts 2016/2017 - Governance Costs are audit fees – PA to add a footnote to highlight this 21/12/17 - Completed	Completed
4.1 20/12/17	Approval of Annual Accounts 2016/2017 - Page 43 - Other LA funding was questioned; it was felt that this was not the full amount being received from other LA's wording was felt to be incorrect & in need of review – PA to address 21/12/17 - Completed	Completed
4.1 20/12/17	Approval of Annual Accounts 2016/2017 - Page 43 & Page 44 Statement of Funds. – School Fund Account figures are different? PA explained that Page 44 was previous year's figures. It was agreed that clear headers are required to show this. PA to address 21/12/17 - Completed	Completed
4.1 20/12/17	Approval of Annual Accounts 2016/2017 - It was agreed that after the agreed amendments that the CFO should upload the document onto the EFSA website. 21/12/17 - Completed	Completed
4.1 20/12/17	Approval of Annual Accounts 2016/2017 - Internal Audit Findings Report. Typing error on page 2 noted & to be amended. 16/01/18 – Confirmed with TB completed	Completed
4.2 20/12/17	Craggs Community School Conversion Recommendations - Scheme of Delegation also to be amended as necessary and Heads & Chairs group to be called Heads & Chairs Advisory Forum not Committee 31/01/18 – Completed – on agenda 4.1.1	Completed



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Attendees:

Andrew Child	Director / Member & Chair of Trust Board of Directors	AC
John Coleman	Director / Member & Vice Chair of Trust Board of Directors	JC
Warren Carratt	CEO Nexus MAT	CEO
Alan Meloy	Director	AM
Steve Booth	Director	SB
Sue Shelley	Director	SS
Catherine Hall	Director	CH
Peter Castleton	Director	PC

Also Present:

Clare Southwell	Clerk	CS
Tracey Brooke	CFO Nexus MAT	TB
Philip Allsop	Partner BHP	PA

Apologies:

1. APOLOGIES FOR ABSENCE	Actions
1.1 To receive apologies for absence All present	
1.2 To accept apologies for absence There were no apologies to be received	
2. ITEMS OF URGENT BUSINESS	
2.1 Chair to determine any items of urgent business to be considered 2.1.1 Standards Committee – Co-opted Member 2.1.2 Next Trust Board meeting format 2.1.3 School Improvement Reports - Graham Pirt 2.1.4 ESFA letter 2.1.5 Abbey Matter 2.1.6 Communication Plan Review 2.1.7 Free School Applications updates All items will be dealt with at item 7 on this agenda	
3. DECLARATION OF INTERESTS	
3.1 Individual Directors to declare any personal, business or other governance interests on any item on the agenda Whilst reviewing action CH declared an interest regarding action 7.2 from 27/09/2017. The interest was as part of her employment & role in the NHS. It was agreed that it was not necessary for CH to leave the room	
4. ITEMS FOR APPROVAL	
4.1 Approval of Annual Accounts 2016/2017 Accounts were circulated in draft format on Monday 18 th December 2017. Final version circulated at the meeting by Auditor, Philip Allsop. He reported that the only difference is that the draft watermark has been removed. PA talked Directors through the document and it was agreed that Directors would question/challenge page by page and if in agreement accounts would be approved at the end of the item. Question - Is there anywhere in the document that shows that the accounting figures for the previous year are only for 3 months, June – August 2016 and only for 3 schools. They are not a full year so this makes the figures year to year incomparable in the document. Issue noted - PA to add footnote to highlight this Page 6 – It was noted that there was a typing error & the arrow was shown in the wrong direction – all schools are required to spend LESS than 85% of their budget on staffing. PA to amend P24 – Statement of Financial Activities – PA gave explanation of Pennine Views starting income & assets, last year figures show combined figures for Abbey, Hilltop & Kelford on conversion. A discussion took place with regard to the valuations of the properties	<p style="text-align: center;">PA</p> <p style="text-align: center;">PA</p>

<p>Page 43 & Page 44 Statement of Funds. – School Fund Account figures are different? PA explained that Page 44 was previous year's figures. It was agreed that clear headers are required to show this. PA to address</p> <p>Page 47 Table 18 shows current assets of £262,400 still in hand, this is Condition Improvement Funding that is still to be spent</p> <p>Question - Do we know what schools are intending to use their surplus money for & when? School currently predicting surplus budgets but 2018 increments in salaries which are currently not agreed still to be added & also schools need to cover risk of pupil movement.</p> <p>Question - Is there an investment strategy? CFO - not at present as assets have not been in place long enough to invest. Audit & Finance (A&F) Committee will look at this in new year.</p> <p>Page 49-52 – Review of pension liabilities, these will continue to be reviewed on an annual basis</p> <p>Page 52 – Related Party Transactions. PA reported that there were no party transactions recorded. It was declared that all Directors have reviewed and resigned Declaration of business & pecuniary interest forms. All Directors agreed that there were no Related Party Transactions to be declared.</p> <p>There were no other payments or claims to be reported since the issue of the accounts.</p> <p>All Directors agreed the figures and accounts subject to the enquiries to be made by the auditor. The accounts were approved and signed subject to the agreed changes</p>	PA
<p>It was agreed that after the agreed amendments that the CFO should upload the document onto the ESFA website. It was agreed that:</p> <ul style="list-style-type: none"> • There were no qualifications on the accounts • All balances had been checked and ticked • No irregularities • No related party transactions <p><u>Internal Audit Findings Report</u> PA explained that the Recommendations will also be sent to the ESFA with the Annual Accounts</p>	CFO
<p>Page 1 – Introduction – Thanks to assistance from CFO & School Business Managers & finance teams</p> <p>Page 2 – Reconciliation of surplus from Trial Balance to final point. Some adjustments still to be made to internal ledgers within schools. Typing error on page 2 noted & to be amended. It was agreed that the newly appointed DCFO who starts in January 2018 will oversee this in schools to ensure accruals & adjustments are carried out correctly.</p> <p>Points for Management show recommendations the are required & to be put into place.</p>	PA

<p>It was noted that the newly appointed DCFO will use this report as a work plan and will report back to the A&F Committee in March 2018</p> <p>BHP noted the inconsistency of the posting/coding used across the schools. Again this will be addressed by the DCFO which will allow easier consolidation of accounts in future</p> <p>Tendering processes at Abbey School to be reviewed to ensure procedures being adhered to</p> <p>Processes of VAT to be reviewed and ensure that correct processes are embedded</p> <p>Interschool transactions are difficult to identify & track. Any transactions should be agreed by both parties entered into budget and paid in a timely manner by each.</p> <p>It was acknowledged that the new DCFO will be accountable to the CFO & that the CFO will be accountable to ensure these matters are addressed. A discussion took place with regard to the report showing the Trust or the wording of DCFO to be responsible. It was agreed to keep the DCFO as the nominated individual to address matters, with review by CFO & challenge by A&F Committee</p> <p>Recommendations have been issued from internal audits that have been carried out within the year. CFO reported that action plans from the internal audits have been addressed but auditors feel that not all recommendations have yet been implemented & embedded at present</p>	
<p>Mr Allsop left the meeting</p>	
<p>The audit processes for year and the quality of service received from BHP were discussed. It was felt that BHP had not met their standards stated on their original tender and appointment. The CFO reported that completion date for the audit was originally set for 1st December 2017 along with the date of when the report needed to be ready for Directors. This date was pushed back 3 times by BHP. Directors agreed to retender for the service of Auditors to the Trust in the new year.</p>	CEO/CFO
<p>4.2 Craggs Community School Conversion Recommendations As part the Due Diligence process, the Headteacher and Chair of Governors of Craggs Community School have engaged with Nexus MAT in various ways to understand and get to know the structures, systems and processes. The report shows the questions raised and addressed.</p> <p>The CEO proposed that prior to conversion that David McNaught (DM) to be appointed as an Associate Director and attends Trust Board meetings. After conversion it is felt that it will still be very beneficial for DM to attend but in the role as an officer within the Trust. Directors agreed this appointment.</p> <p>Question - Reserves Policy 5% of what? CEO explained that this is specified in Reserves policy</p> <p>Re new Appeals Policy the CEO will develop & present draft to Trust Board for approval</p> <p>Scheme of Delegation also to be amended as agreed and Heads & Chairs group to be called Heads & Chairs Advisory Forum</p>	CEO CEO

<p>4.3 Attendance Policy The policy had been presented at the previous meeting but it was felt that amendments were required. CH, JC & SS had worked with the CEO and the revised policy was presented for approval.</p> <p>The policy was approved. Clerk to arrange publication</p>	Clerk
<p>4.4 Report from Leading Edge Associates Positive verbal feedback received after interviews. Felt to be good connectivity between LGB & Trust Board. Work to develop LGB understanding of Trust's values & vision</p> <p>Acknowledged big turnover of LGB Governors with new Governors still being appointed</p> <p>The review process was discussed. Although the review has been beneficial, it was felt that Leading Edge were not ready to review a MAT and that in future it would be more beneficial to look for peer review. The Trust can reflect on process further after the written reports have been received and reviewed.</p> <p>Question - what can we do as a Board to develop? Leading Edge recommended peer review and promised to look for further training for Directors. It was noted that training is required to address business matters not educational matters. The company BREFI which is an online training site for Directors http://www.brefigroup.co.uk/</p> <p>From our self-evaluation it might be possible to highlight training required & request a training package from Learners First?</p> <p>Item to be placed on agenda when reports are received, and then invite them to a challenge meeting where the reviews can be discussed in more detail</p>	CEO
5. TRUST BOARD OF DIRECTOR MINUTES	
<p>5.1 To approve the minutes of the following board meeting: Trust Board Challenge meeting held on 29th November 2017 Minutes agreed and to be signed</p>	
<p>5.2 Matters arising from the Minutes</p> <ul style="list-style-type: none"> • Matters Arising noted above 	
6. GOVERNANCE MATTERS	
<p>6.1 Trust Board of Directors to report on:</p> <p>a) any functions exercised on behalf of the Trust Board of Directors CEO & Chair - Presentation in London at national conference organised by Inside Government, aimed at LA maintained governors & Trusts. Talk about experiences, raised profile of Nexus as over 60-70 people present & people approached afterwards to talk & ask additional questions.</p> <p>SS & SB – Attended LGB meetings SS - Abbey very young with many new governors, high level of staff governors.</p>	

<p>SB – similar experience, new LGB but continuing to develop. Induction processes carried out by Clerk, Heads & Chairs. Governorhub also proving to be a useful tool for sharing and circulating documents.</p> <p>New Governors all very enthusiastic, induction gives a good base but need to continue Governor development. Can continue to review as part of the Leading Edge work. NGA self-assessments also still to be analysed and reviewed</p> <p>SB on panel for Deputy CFO appointment</p> <p>b) any training and development undertaken No training to report</p> <p>c) visits to schools within the MAT Visits to attend LGB meetings as above</p>	
<p>7. ANY OTHER URGENT BUSINESS</p>	
<p>7.1 To consider any other urgent business agreed by the Chair</p> <p>7.1.1 Standards Committee – Proposal for Rachael Booth, Head at The Willows School to join as Associate Member of Standards Committee. Appointment approved. Also agreed for CEO to approach White Woods MAT to see if any mainstream heads also interested.</p> <p>7.1.2 Trust Board meeting format – January 2018. A pre meet required to discuss Abbey matter. DfE attending to observe main meeting at 5pm. RSC explained reason for attendance. RSC has interest in Post 19 visions & wants to understand future visions. Need to show impact as a board.</p> <p>7.1.3 School Improvement Reports - Graham Pirt. Reports circulated to Directors to review in detail by Standards Committee</p> <p>7.1.4 ESFA letter. Letter circulated read & accepted. Trust already submitted 8 statutory returns</p> <p>7.1.5 Abbey Matter – to be discussed at pre meeting on 31/01/2018</p> <p>7.1.6 Communication Plan Review – Received by CEO this week – needs a broader more detailed review CEO to address and bring back to a challenge meeting for discussion</p> <p>7.1.7 Free School Application Update - Invite to interview for Doncaster LA application, still waiting to hear from Sheffield LA. AC, CEO, CFO, Richard Webster & David McNaught to attend Doncaster LA interview and group also attended a mock interview with the New Schools Network which added value. Also hopeful for Sheffield interview. Outcomes to be published by 31st March 18</p>	<p>CEO</p> <p>CEO</p>
<p>8. REVIEW OF RISK</p>	
<p>8.1 To consider any area of risk discussed during the meeting and agree Risk Owner There were not items of risk discussed during the meeting</p>	

9. CONFIDENTIALITY		
9.1	To consider the confidentiality of any items discussed during the meeting There were no items of confidentiality discussed during the meeting	
10. DATES OF NEXT MEETINGS		
10.1	Future Trust Board of Directors meeting dates:	
Trust Board	Wednesday 31 st January 2018 at 17:00 – 19:30 Kimberworth Children's Centre	
Challenge Meeting	Wednesday 28 th February 2018 at 17:00 – 19:30 Kimberworth Children's Centre	
Trust Board	Wednesday 21 st March 2018 at 17:00 – 19:30 Kimberworth Children's Centre	
Challenge Meeting	Wednesday 25 th April 2018 at 17:00 – 19:30 Kimberworth Children's Centre	
Trust Board	Wednesday 23 rd May 2018 at 17:00 – 19:30 Kimberworth Children's Centre	
Challenge Meeting	Wednesday 27 th June 2018 at 17:00 – 19:30 Kimberworth Children's Centre	
Trust Board	Wednesday 25 th July 2018 at 17:00 – 19:30 Kelford School	
Challenge Meeting	Wednesday 15 th August 2018 at 17:00 – 19:30 Kelford School	

Minutes approved

CHAIR	SIGNATURE	DATE
ANDREW CHILD		31/01/2018