



Nexus Board of Directors
Wednesday 18th December 2019 5 - 7.30pm
Nexus Head Quarters

Attendees:		
Andrew Child	Director / Member & Chair of Trust Board of Directors	Chair
Steve Booth	Director	SB
Peter Castleton	Director	PC
John Coleman	Director / Vice Chair of Trust Board of Directors	JC
Nick Hodge	Director	NH
Rachel Potts	Director	RP
Also Present:		
Warren Carratt	Chief Executive Officer	CEO
Emma Sheedy	Nexus Clerk	Clerk
Cath Sands	Chief Finance Officer	CS
Hannah Jones	Hart Shaw Accountants	HJ
Apologies:		
Helen Bellinger	Director	HB
Ray Palmer	Director	RPa
Sue Shelley	Director	SS

1. WELCOME & APOLOGIES FOR ABSENCE	ACTIONS
<p>1.1 Welcome & receive apologies for absence</p> <p>AC welcomed all to the meeting and apologies were tabled for HB, RPa and SS.</p>	
<p>1.2 To accept apologies for absence</p> <p>Apologies were accepted for HB, RPa and SS.</p>	
2. ITEMS OF AOB	
<p>2.1. Chair to determine any items of urgent business to be considered.</p> <p>2.1.1. Oaks Consultancy</p> <p>2.1.2. IEB for North Ridge School</p>	
3. DECLARATIONS OF INTEREST	
<p>3.1. Individual Directors to declare any personal, business/governance interests on any item on the agenda</p> <p>CEO, CS and SB declared an interest regarding agenda item 9. Pay Policy Review.</p>	
4. TRUST BOARD OF DIRECTORS MINUTES	
<p>4.1. The minutes of the Board Meeting held on 27th November 2019 and Extra Ordinary Meeting held on 4th December 2019 were reviewed and agreed.</p>	
<p>4.2. Review of Action Tracker</p> <p>The outstanding actions on the tracker were reviewed and updated.</p> <p>ACTION: CEO to email SS regarding the meeting on 13th January at 10 a.m. to discuss Central Management Team structure.</p>	<p>CEO 06/01/20</p>
5. ANNUAL ACCOUNTS – TO APPROVE	
<p>Hannah Jones of Hart Shaw Accountants provided an overview of the Annual Accounts and explained about the small adjustment made for Kelford School and the revised carry forward figures.</p> <p>SB queried Appendix 1, as this had not been included in the copy circulated and HJ provided more information regarding this, explaining about the wording change to page 34 also.</p> <p>Hannah overviewed the appendices at section 7;</p> <p>There was a lengthy discussion regarding quotation/tendering procedures and CFO provided an update regarding the process she has formulated. PC asked if there is a source problem and if people are aware of the process or ignoring it and CFO confirmed this was the case and she and the new Finance & Compliance Officer would work towards resolving this. SB queried the likelihood of the ESFA querying this, as this has been outstanding for several years and HJ advised it is a possibility but doubted it would happen due to the level of priority.</p>	

<p>CFO advised that the Medium Priority for aged debtors shown as 'in progress' had been resolved.</p> <p>PC asked HJ if she was aware of general funding issues with LA's and HJ could not really comment but explained Nexus are in a unique position and much more reliant on LA's.</p> <p>[NH joined the meeting late at 17:24]</p> <p>The accounts were agreed and duly signed by AC and CEO.</p> <p>The TBoD extended thanks to CFO for her efforts and diligence.</p> <p>The TBoD extended thanks to HJ and Hart Shaw.</p> <p>[HJ left the meeting at 17:29]</p>	
<p>6. RENEWAL OF DIRECTORS TERM OF OFFICE</p>	
<p>AC provided a verbal overview and explained that the term of office for AC, PC, SB, JC and SS were coming to an end May 2020.</p> <p>AC, PC, SB and JC expressed an interest in renewing their term for a further four years, which would be discussed at the next Members Meeting in January 2020.</p> <p>AC advised SS would like to defer making a decision until the New Year.</p>	
<p>7. STRATEGIC ANNUAL BUSINESS PLAN – UPDATE REPORT</p>	
<p>The Strategic Business Plan had been shared with Directors in advance of the meeting and discussion/challenge was as follows:</p> <p>Heatherwood have retracted their recent CIF bid.</p> <p>There has been a lack of response from Doncaster LA regarding North Ridge's enhanced base funding, therefore conversion will be on hold until at least 01/03/20. JC advised he would raise this via the Schools Forum.</p> <p>Becton School conversion is planned for 01/03/2020, however CEO and the Headteacher are currently seeking further legal advice on the contents of the SFA and there is an issue regarding the increase in hospital school grants and intention to only pass 2% to Becton.</p> <p>CEO provided a verbal update that Victoria Morris is in the process of incorporating a charity to run parallel to the Trust. The aim is to offer enrichment.</p> <p>CEO advised he had approached the LA regarding residential schools and will be putting together a business plan, which will go to TBoD. NH shared his concerns regarding residential schools and it was agreed this should be discussed further at the Development Session on 28/02/20.</p>	

8. BUDGET MONITORING	
<p>8. October 2019 Board Report</p> <p>Directors had received the Budget Monitoring Report in advance of the meeting, which was overviewed by CFO. The report is the first to incorporate Crag Community School following their conversion to join the Trust on 01/10/19.</p> <p>SB asked for an explanation regarding the deficits for Hilltop and Kelford at 1.3.3. and CFO & CEO provided this. CEO provided further information regarding an additional child joining Hilltop and the funding agreed by the LA.</p> <p>8a. Balance Sheet October 2019 Tabled and noted.</p> <p>8b. October 2019 Cash-flow Forecast Tabled and SB asked if cash flow forecasts for all individual schools would continue to be provided going forward and CFO advised they would.</p> <p>8c. October 2019 Consolidated Monitoring Tabled and SB queried the likelihood of Crag's revenue outturn and CFO provided more information, explaining this is linked to Crag's being a PFI school.</p> <p>The TBoD extended thanks to CFO for her efforts and diligence.</p> <p>[CFO left the meeting at 17:39]</p>	
9. POLICY REVIEW REPORT	
<p>[CEO and SB left the meeting at 18:12]</p> <p>The Pay Policy had been shared with Directors in advance and reviewed at the meeting. There was a unanimous agreement with the policy update, effective 01/09/19.</p> <p>[CEO and SB returned to the meeting 18:15]</p> <p>CEO was advised of the outcome and will advise HR accordingly.</p>	
10. ANY OTHER URGENT BUSINESS	
<p>10.1. Chief Finance Officer</p> <p>There was a discussion and it was agreed to defer until TBoD 29/01/20. ACTION: CEO to add Appointment of Chief Finance Officer to TBoD agenda 29/01/20 and prepare a confidential options appraisal.</p> <p>10.2. Oaks Consultancy</p> <p>CEO provided an overview of Oaks Consultancy based in West Midlands, who look at optimising funding streams from different sources. CEO would like to invite Oaks Consultancy to the Development Session on 28/02/20 and there was a lengthy discussion. It was agreed for CEO to invite Oaks Consultancy to 28/02/20, on a no charge basis. JC suggested they should provide case studies and examples. ACTION: CEO to invite Oaks Consultancy to the Development Session on 28/02/20.</p>	<p style="text-align: center;">CEO 29/01/20</p> <p style="text-align: center;">CEO 29/01/20</p>

10.3. IEB at North Ridge Community School		
CEO provided TBoD with a verbal update on North Ridge Community School and explained the Section 8 monitoring visit went well on 17/12. The LA had put in place an IEB but several Officer's had now resigned. The contingent liability now reverts to the Trust, without us having governance accountability. CEO proposed he would appoint members to the IEB and this was agreed by the TBoD. SB asked what would happen if the Trust choose not to proceed with North Ridge and the financial viability was further discussed.		
11. REVIEW OF RISK		
To consider any new risks identified during the meeting for referral to Audit & Finance Committee		
There were no new items identified as a risk.		
12. CONFIDENTIALITY		
To consider the confidentiality of any items discussed during the meeting.		
There were no items deemed as confidential.		
13. DATES OF NEXT MEETINGS		
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		