

**Trust Board of Directors Meeting
Wednesday 18th January 2017, 17:00 – 19:30
at Kimberworth Children's Centre
Kimberworth Rd, Rotherham S61 1HE**

ACTION POINTS SUMMARY SHEET

	Actions	By & Target Date
2.1 11/10/16	Associate Director position. Review of position in March 17, to reflect whether this should be a substantive position. 18/1/17 - In new Governance Handbook, clear that no more than 19.9% of Directors can be employed by LA. As one Director is already employed by LA the TBoD could not appointed the current Associate Director as a full Director as this would be above the legal limit. Need to be above 10 Directors. Associate already treated as equal partner and engages fully in all meeting but not legally about to be included in any votes	Completed
4.2 11/10/16	Audit & Finance Committee to review Reserves Policy & Development Investment Policy A&F Committee 06/03/17	Completed
7.1 16/11/16	National external advert for Head Teacher position at Hilltop School. WC and SB to progress 18/1/17 - Discuss under AOB	Completed
4.1 13/12/16	Goodwill - CFO to check if required in accounts 18/1/17 – CFO checked with BHP no other academies note account with this, donations given/made in many different ways. Can be done but difficult to make it accountable. Agreed not to include as not a recommendation from BHP	Completed
4.1 13/12/16	Future structure of TBoD, inclusion of LGB Chairs to be reviewed On agenda 15/03/17	Completed
4.2 13/12/16	Information Governance & Governance access to data - CFO to work with ICT Lead to continue to develop On Stan agenda 20/03/17	Completed
4.3 13/12/16	Small working party agreed to investigate further AC, PC, JI, to work with WC & JM to review	Completed
5.4 13/12/16	Policy review - WC/JC to work with JT & Clerks on policy review On Stan agenda 20/03/17	Completed
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	Completed
6.2 13/12/16	MAT salaries will be shown in report in future	Completed
6.2 13/12/16	Liquidity Ratios - will be ready for audit and in next report	CFO 15/03/17

6.5 13/12/16	CEO to circulate Application for Free School to Directors when completed	Completed
4.2 18/01/17	Budget Report, item 4.2 in report is now a broader rational. CFO to amend	CFO 15/03/17
4.2 18/01/17	Budget Report, item 3.4PAN numbers CFO to amend	CFO 15/03/17
4.2 18/01/17	CEO & CFO to meet with LGB Chairs to set a format of expectations	Completed
4.2 18/01/17	Table to be included to track all bid applications - Bid/ Reason For Application /Successful / if not why not	CFO 15/03/17
4.3 18/01/17	Executive Pay Review. CEO to update Pay policy accordingly	Completed
6.1 18/01/17	Clerk to include safeguarding policy in Governor & Director Induction process in future	Completed
6.1 18/01/17	Safeguarding - WC/CH/SS to look at expectations of training for Directors	Completed
6.5 18/01/17	Amendment to 365 user guidance	Completed
6.5 18/01/17	ICT Lead to assist Directors with set up of new email accounts	CEO 15/03/2017
8.1.1 18/01/17	Nexus schools undertake accreditation, CEO to look into systems in place and report back	CEO 15/03/2017
8.1.2 18/01/17	National Funding Consultation - As Nexus we ought to offer response as elements around special schools	Completed
8.1.3 18/01/17	P16 Area review - JC to investigate who to contact and how to be involved	Completed
8.1.4 18/01/17	P19 Review - WC looking to pilot a project for Hilltop & Kelford Leavers in July 2017 On agenda 15/03/17	Completed
8.1.7 18/01/17	School Improvement Lead - JI & AB to work with WC as task group to look at role and future requirement for position On agenda 15/03/17	Completed



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Attendees:

Andy Child	Member Representative & Chair of Trust Board of Directors	AC
John Coleman	Member Representative	JC
John Irwin	Director / Chair Abbey School LGB	JI
Steve Booth	Director / Chair Hilltop School LGB	SB
Sue Shelley	Director / Chair Kelford School LGB	SS
Alan Meloy	Director	AM
Peter Castleton	Director	PC
Catherine Hall	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 <ul style="list-style-type: none"> • JI arrived at 5.15pm 1.2 To receive, but not 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 Directors thanked WC for the Christmas team building barge trip, it was very enjoyable and people enjoyed getting to know each other. Other items of urgent business to be dealt with at item 8 on the agenda <ul style="list-style-type: none"> • Events at Wentworth CoE Primary • National Funding consultation • P16 review • P19 update • Governance Handbook • Wider leadership update • Position of Head of School Improvement 							
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"> • WC, TB & SB declared an interest in item 4.3 on this agenda 							
4. ITEMS FOR APPROVAL							
4.1 Confirmation of New Director – Jayne Fitzgerald <ul style="list-style-type: none"> • Panel of 4 directors had met with Jane prior to the meeting • Extensive track record in linking parent voice to the needs and provision of children • Works for DfE on a regional and national basis • Very passionate about children & supporting their life-long learning • Lots to offer & connectivity • Experience in running a charity • Unanimous recommendation from panel to appoint as a Director • Appointment approved • Recommendation to Members with approval by email so that she can attend next meeting in March 							
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #d3d3d3;">Questions & Challenges</th> <th style="background-color: #d3d3d3;">Response</th> <th style="background-color: #d3d3d3;">Further action(s)</th> </tr> </thead> <tbody> <tr> <td style="background-color: #d3d3d3;"><i>Will she represent an organisation as a Director on this board?</i></td> <td style="background-color: #d3d3d3;">No she will be an individual independent Director</td> <td style="background-color: #d3d3d3;"></td> </tr> </tbody> </table>	Questions & Challenges	Response	Further action(s)	<i>Will she represent an organisation as a Director on this board?</i>	No she will be an individual independent Director		
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<i>Will she represent an organisation as a Director on this board?</i>	No she will be an individual independent Director						

- 4.2 Monthly Nexus Trust Budget and Budget
- Report & detailed consolidated accounts circulate
 - Month 7 of 15 month accounts presented includes, outcomes, expenditure and cash flow positions to 31st December
 - Audit carried out for period of start of MAT where no CFO was in place
 - Audit went well at Kelford & Abbey Schools
 - Work still ongoing in Hilltop as more complex as was a cheque book school prior to conversion and LA accounts do not balance with schools records
 - Thanks to hard work of CFO and all school finance staff
 - Trust risk register developed to go to A&F committee
 - Consolidated accounts now show staffing & percentage of spend
 - Abbey percentage of staff spend very lean, discussed at LGB due to increasing pupil numbers & predicted surplus

Questions & Challenges	Response	Further action(s)
<i>1.4 of report is that still right?</i>	CFO explained that Nexus was still waiting for outturn balance from LA for conversion of Hilltop. CEO wrote letter of complaint to LA and within 24 hours a full & complete breakdown was received from LA Hilltop Carry forward balance from 1/6/16 from LA £193,000. Hilltop salaries for June 16 were paid out of maintained bank account due to new BA not being ready. Accruals still taking place to allocate payments to correct years so full carry forward amount is not available as expenditure. Hilltop will now review expenditure for coming year	
<i>Reserves - Two columns added together are full Nexus reserves. What happens to them</i>	School reserves will stay with the schools. Individual schools will hold their own reserves. BHP will be reporting on reserves. Audit was for period from 1 st June 16 to 31 st August 16 so carry forwards from LA were known at this time	
<i>If a Nexus reserve, can we vire across to schools in an emergency</i>	Yes would need Director approval DfE & Reserves policy say that reserve levels need to be clearly defined	
<i>Can we compare like school i.e. abbey & Pennine and other schools</i>	CFO to look at benchmarking website	
<i>Can the term/phrase be renamed as currently schools feel this is a negative term</i>	Matter discussed - in future term “Contribution to the MAT” will be used	

<i>4.2 now a broader rational</i>	Was set prior to risk register	CFO to amend
<i>3.4 PAN explained</i>	PAN – Published Admission Numbers special schools do not have PANs	CFO to amend
<i>3.14 assumptions of how much work LGBs are undertaking Are schools undertaking the same amount of scrutiny</i>	Duties delegated to LGB CEO is accountable officer Previously inaccurate information reported for Hilltop & Kelford Change of format of reporting standardised information to be received to two LGB meetings each term. Now accurate information being circulated. Chairs to be involved in allocation of budget	
<i>What do we need to do at board level</i>	Training on budget for LGB governors. Finance training planned LGBs need to learn how to challenge Need to promote consistency across the MAT. A&F committee, what can be commissioned? CFO in future will attend LGBs to scrutinising budgets Write a process of expectations, timelines, judgements for LGBs which will give consistency across LGBs so all approaching in same way	CEO & CFO to meet with Chairs to set a format
<i>If CEO accountable Directors need to challenge CEO</i>	Would be beneficial & allow Directors to challenge if process etc. put into writing. This will also give expectations of future new schools	
<i>3.7 structural changes any timing planned</i>	To be completed by December 17 Efficiency of spending across the schools & joint procured services Energy & wider spending to be addressed	
<i>5.1, 5.2 Information of different bids Can these be put into a control table so that they can be tracked</i>	Bid/ Reason For Application /Successful / if not why not	CFO to provide information in table format so Directors able to track
<i>Condition Improvement Fund (CIF) Bids</i>	Waiting for results of E3Cubed bids 90% success rate & take a lot of work away from CFO	
<ul style="list-style-type: none"> Thanks to TB for extensive & detailed work 		

4.3 Executive Pay Report/Pay Scales

WC, TB, SB LEFT THE ROOM

- Item was also discussed at December meeting
- Update paper circulated with agenda
- In December JI, AC & PC set up as task group and met with JM from S4S to look at comprehensive pay scales for CEO/CFO positions
- Substantive meeting
- Recommendations for CEO 7 point pay scale
- Recommendations for CFO 7 point pay scale
- Would only move up if size & efficiency were both applicable
- Process for growth of MAT now in place but processes if reduction in size of MAT not discussed or agreed
- Ties in to national levels
- Gives clear definition of roles
- Adopt current paper & ask HR to include a final paragraph to address issue if it ever arrived

Questions & Challenges	Response	Further action(s)
<i>What happens if MAT shrinks</i>	Not currently considered Get HR to include a paragraph	
<i>Date of change to be implemented</i>	Previous mins said in retrospect so from 1 st December 2016	

WC, TB, SB RETURNED TO ROOM

- Staff informed – Pay awards approved retrospect from 1st Dec 16
- WC to have discussion with JM – to cover scenario if trust should reduce

Questions & Challenges	Response	Further action(s)
<i>4.2 about growth</i>	4.2 to be changed to "should there be significant change (i.e. growth or shrinkage) " CEO to update Pay policy accordingly which is reviewed annually Difficult to build in but 4.2 can be worded as size changes If shrink happens quite likely that CEO would no longer be in post as MAT would not be successful & CEO failing targets	CEO to amend accordingly

5. TRUST BOARD OF DIRECTOR MINUTES

5.1 To approve the minutes of the following meetings:

TBoD meeting held on 13th December 2016

- Minutes approved

5.5 Matters arising from the Minutes

- Actions noted above

Item 4.5 Smoking policy, Headteachers to lead on HR issues in individual schools, clarification required

- Where there are any practiced procedures or i.e. where staff currently stand or go to smoke. If changes are required then any changes to local policy must be approved by LGBs.
- Directors reiterated that Policy should be adhered to with no smoking allowed on any part of Trust Premises

6. CHIEF EXECUTIVE’S REPORT

6.1 CEO Termly Report

- Apologies for error on summary of report new version circulated
- New governors included in figures
- Governors are voluntary, ley people so aware of pressure & demand put on Governors
- Not all Governors can be expert in all areas
- Link Governors will have higher level of skills
- Courses arranged
- Dates for Safer Recruitment, ESafety and Introduction to Nexus courses already set. Awaiting for confirmation of dates for HR courses then all information will be circulated to all levels of Nexus Governance
- Appendix A – list of courses to enhance development
- Leadership Summit will discuss Vision & 5 year plan

Questions & Challenges	Response	Further action(s)
<i>Online safer recruitment if unable to attend</i>	NSPCC £30 on line course available	
<i>Safeguarding - Should this course wait till Sept 17?</i>	Different tiers of training. Will offer of online training to all Directors immediately. Nobody should be in school without checks in place. If visiting they are chaperoned. Director reported on visits undertaken and that good chaperoning in place at schools currently	
<i>Training in schools - Do Governors attended?</i>	Governors attended Inset training on FGM & Prevent. External Safeguarding audits undertaken in schools. LGBs received comprehensive reports	
<i>Governor/Director induction</i>	Include safeguarding policy to be included	Clerk
<i>What level of training are Directors expected to have?</i>	Not known	WC/CH/SS to look at expectations for Directors

<p>6.2 Residential Provision Update 6.3 Free School Application Update 6.4 Sponsored School update</p> <p>THESE ITEMS WERE DEEMED CONFIDENTIAL PLEASE SEE APPENDIX 1 FOR INFORMATION</p>										
<p>6.5 Nexus Communication, email accounts</p> <ul style="list-style-type: none"> • Need to move to more secure systems, so all levels of Nexus will have a nexusmat.org email account • Addresses set up for Directors, information circulated and further information giving addresses and initial passwords and set up guidance will follow • Able to access via 365 on most mobile devices <table border="1" data-bbox="132 745 1281 1061"> <thead> <tr> <th data-bbox="132 745 509 819">Questions & Challenges</th> <th data-bbox="509 745 1019 819">Response</th> <th data-bbox="1019 745 1281 819">Further action(s)</th> </tr> </thead> <tbody> <tr> <td data-bbox="132 819 509 916"><i>Most devices over 3 years</i></td> <td data-bbox="509 819 1019 916">This should read under 3 years</td> <td data-bbox="1019 819 1281 916">CEO to inform ICT lead</td> </tr> <tr> <td data-bbox="132 916 509 1061"><i>This will mean that one Director will no longer be able to access emails during the working day</i></td> <td data-bbox="509 916 1019 1061">Suggested that a divert be set up</td> <td data-bbox="1019 916 1281 1061">CEO to inform ICT lead</td> </tr> </tbody> </table>	Questions & Challenges	Response	Further action(s)	<i>Most devices over 3 years</i>	This should read under 3 years	CEO to inform ICT lead	<i>This will mean that one Director will no longer be able to access emails during the working day</i>	Suggested that a divert be set up	CEO to inform ICT lead	
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7. GOVERNANCE MATTERS										
<p>7.1 Chief Executive Officer- Director Status</p> <ul style="list-style-type: none"> • A recent RSC briefing, RSC stated that she did not agree that the CEO should be a named Director of the Trust • Academies Financial Handbook states that it is legitimate to have CEO as a Director so it is just the view of the RSC • As CEO is the Accountable Officer and a paid employee it seems fair that the CEO shares the responsibility of the Trust with the Directors • Large enough Board to be able to challenge the CEO if required • All Directors agreed to remain with the current arrangements that are within the remit of the Academies Financial Handbook 										
<p>7.2 To address vacancies, confirm appointments, approve additional responsibilities of Directors</p> <ul style="list-style-type: none"> • Appointment on new Director agreed at item 4.1 on this agenda 										
<p>7.3 Verbal feedback from individual LGB Chairs Abbey School</p> <ul style="list-style-type: none"> • Access road issue ongoing & very complicate • Two pieces of land either side of access road • Exploring options & possibilities to purchase • Least effective option would be to put in passing spaces • As school size increases, vehicle use will increase • Land might be going to auction March 2017? • Possible use of revenue for capital funding 										

<ul style="list-style-type: none"> • Ward Member supportive of issue • CFO continuing to address issue with LA • New boiler required, priority • CIF bids applied for Hilltop & Kelford Schools, if bids successful there could be enough within bid or central funds to assist with costs <p>Hilltop School</p> <ul style="list-style-type: none"> • 2 more resignations, one emigrated, one due to personal needs – 5 new governors. All present at last meeting so very encouraging • All Governors very positive & keen • Conference call from E Governor day before LGB meeting as ICT equipment not yet set up to enable E Governor to actually join the meeting • Questions & challenges received that were taken to the meeting, so far a valuable asset to the Governing Body <p>Kelford School</p> <ul style="list-style-type: none"> • Attendance of Governors not so good with several apologies • Most of challenge came directly from Chair • Would benefit to look across Nexus to see what is working well • E-Governor physically attended meeting <p>Pennine View</p> <ul style="list-style-type: none"> • Nexus providing cover in sponsored school • When can Directors visit? Possible to schedule directors meeting there? • Visit would be appropriate when there is something substantive to celebrate 	
<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 • AC to visit Abbey with a colleague who is also National Leader in Governance, Derek Grover, to look as Learning House and Q-Code and ICT opportunities • Pupils from Thornhill Primary to visit Kelford School for Chinese celebration 	
<p>8. ANY OTHER URGENT BUSINESS</p>	
<p>8.1 To consider any other urgent business agreed by the Chair</p> <p>8.1.1 Recent public events at Wentworth CoE Primary</p> <ul style="list-style-type: none"> • On BBC website, Standards Testing Agency have annulled SAT results • External review has taken place and not evidence but STA will not withdraw annulment • Do we have process in school for security for testing? • Nexus schools undertake accreditation, CEO to look into systems in place and report back • Put item onto risk register <p>8.1.2 National Funding consultation</p>	<p>CEO</p>

<ul style="list-style-type: none"> • National consultation on funding currently live • As Nexus we ought to offer response as elements around special schools • JC & WC to complete 	CEO/JC
<p>8.1.3 P16 Area Review</p> <ul style="list-style-type: none"> • Area review taking place nationally, area review of Sheffield area already completed. RCAT & North Nottingham are taking over Dearne Valley and becoming one college • Barnsley & Doncaster will also be combining to make one provider • All providers to look at curriculum mapping for low level achievers • We have pathways for that age range – we should we be involved • JC to investigate who to contact and how to be involved 	JC
<p>8.1.4 P19 update</p> <ul style="list-style-type: none"> • Pupils transition to adult services • Exploring if feasible & possible legally & constitutionally in line with Nexus funding agreement to set up personalised budgets • Too many students transfer to college as best of bad offers • Not added value to their lives • Want to look at alternative offers & employability & inclusion • Northridge in DMBC have set up P19 offer – WC to visit • This is part of Nexus strategic objectives • WC looking to pilot a project for Hilltop & Kelford Leavers in July 2017 	CEO
<p>8.1.5 Governance Handbook</p> <ul style="list-style-type: none"> • New DfE handbook issued and circulated • Section on updates on page 7 • Update on role of Members and Trustees/Directors – no more that 19% can be LA Member within the last 4 years. CEO questioned Directors for clarification as to whether it meant LA Elected Member or a LA employee? All Directors agreed that the wording implied LA Elected Members not employees • 7Cs for Governors will be addressed at the Nexus Leadership Summit • New Competency Framework for Governors, expectation already within our roles and codes 	
<p>8.1.6 Wider Leadership Update</p> <ul style="list-style-type: none"> • Currently advert out for Hilltop Head Teacher • Advertisements also out or going out shortly for Head Teachers at Rowan School in Sheffield, Newman School, Willows School and Pennine View • Ambitious Deputy Heads within Nexus schools if they apply and go to alternative schools there may be an option for additional school to join Nexus? • Nexus may struggle to obtain applications for Hilltop & Pennine 	
<p>8.1.7 Position of Head of School Improvement</p> <ul style="list-style-type: none"> • SI Lead does not want to continue in role beyond the end of this academic year • If Deputy is successful in an application there would not be enough capacity in school • JT stepped in at start and since there has been more time to look at role • Feel that Nexus need a School Improvement Commissioner to work with Directors & Head Teachers • Feel that this gives the Trust Board time to review the role 	

<ul style="list-style-type: none"> Links with above item, career paths and succession planning JI & AB to work with WC as task group to look at role and future requirement for position <p>8.1.8 Next Meeting</p> <ul style="list-style-type: none"> Additional meeting of Trust Board arranged to meet to approve audited accounts be chaired by JC at AC on leave 	JI/AB/ CEO
9. CONFIDENTIALITY	
<p>9.1 To consider the confidentiality of any items discussed during the meeting</p> <ul style="list-style-type: none"> The items deemed as confidential are minuted on appendix 1 	
10. DATES OF NEXT MEETINGS	
<p>10.1 Future Trust Board of Directors meeting dates: Extraordinary Trust Board of Directors – Thursday 9th February 2017 – 17:00-18:30 at Kimberworth Children’s Centre Finance & Audit Committee – Monday 6th 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 TBoD – Wednesday 17th May 2017 – 17:00-19:30 at Kimberworth Children’s Centre Finance & Audit Committee – Wednesday 24th May 2017 – 17:00 at Hilltop School 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		15/03/2017