



**Nexus Board of Directors
Wednesday 29th January 2020 5 - 7.30pm
Kimberworth Children's Centre**

Attendees:		
Andrew Child	Director / Member & Chair of Trust Board of Directors	Chair
Helen Bellinger	Director	HB
Steve Booth	Director	SB
Peter Castleton	Director	PC
John Coleman	Director / Vice Chair of Trust Board of Directors	JC
Nick Hodge	Director	NH
Ray Palmer	Director	RPa
Rachel Potts	Director	RP
Sue Shelley	Director	SS
Also Present:		
Warren Carratt	Chief Executive Officer	CEO
Emma Heyes	Strategic Change Project Manager	EH
Diane Hyner	Executive Business Assistant	Clerk
Cath Sands	Chief Finance Officer	CS
Jacky Tattershall	School Improvement Lead	JT
Graham Shaw	Observer – Wrigley's Solicitors	GS
Apologies:		

1. WELCOME & APOLOGIES FOR ABSENCE	ACTIONS
1.1 Welcome & receive apologies for absence There were no apologies. Chair welcomed Graham Shaw from Wrigley's Solicitors to the meeting stating GS was attending as an observer and gave background information relating to GS experience. Introductions were made	
1.2 To accept apologies for absence There were no apologies	
2. ITEMS OF AOB	
2.1. Chair to determine any items of urgent business to be considered. <ul style="list-style-type: none"> • Confirmation of NRCS IEB chair • Confirmation of PV LGB chair • Proposed new Director • LGB Chair Forum Agenda 	
3. DECLARATIONS OF INTEREST	
3.1. Individual Directors to declare any personal, business/governance interests on any item on the agenda There were no declarations of interest	
4. TRUST BOARD OF DIRECTORS MINUTES	
4.1. The minutes of the Board Meeting held on 18 th December 2019 were reviewed and agreed.	
4.2. Review of Action Tracker The outstanding actions on the tracker were reviewed and updated.	
4.3. Matters arising from the Minutes There were no matters arising John Coleman joined the meeting at 17:10pm	
5. ETHICAL LEADERSHIP PROPOSAL	
Jacky Tattershall presented a paper on Ethical Leadership. JT gave background information and talked about ethical issues pertinent to education. The paper looks at having a set of leadership principal which includes three pertinent questions: <ul style="list-style-type: none"> • How well do we fulfil our roles as trusted educators? • What kind of role models are we to the children in our care? • How do we define our Leadership Principals and transfer our mission, vision and values into practice? JT stated the NGA support the Ethical Leadership Proposal and would like Nexus to be part of the proposals as JT feel it gives a set of principles for everyone which will give	

guidance with decision making and as a pathfinder trust we will be able to access resources and will be able to network with similar thinking trusts.

JT requested agreement to join the pathfinders project through NGA.

CEO stated it would be easy to just adopt this proposal as it resonates so much with what we do already, but felt it was the right thing to do to bring to Directors for discussion.

RP asked what does it involve practically and JT stated the Trust would have to commit to undertaking 2 audits and share results from the audits. We would look at strengths and share information through blogs and websites. Where there are weaknesses we would learn from others. In addition, we would commit to attending 2 conferences per year.

HB stated she had come across this before and it is useful and asked does it cost anything and JT confirmed there was no cost to join.

HB stated it could be used in a practical way looking at staff welfare.

SB asked how would we monitor the difference it would make and JT said there isn't anything within the resources but it is about a culture and gives us a platform to challenge where people are not showing the behaviour we would expect. The audit would be the base line and then when we re audit.

Further discussion took place around measuring the difference Ethical Leadership would make.

RPa asked who will complete the audits and why 2 and JT stated NGA recommends the board completes the first audit and the next proposal would be to develop a working group with a cross section of staff.

Chair asked if this could be part of the trust development plan and the CEO confirmed it could be.

All agreed to the proposal.

JT – invited people to contact her to discuss further if they needed any further information.

JT left the meeting at 17:40

6. FREE SCHOOLS UPDATE

EH provided a progress update regarding Free Schools covering information relating to timescales, function of the schools, ICT, Principal Designates and number of places explaining all of the information and relevant documents are on the Nexus websites for Directors to see. There are ongoing media updates.

BADER

A discussion followed relating to placement numbers, numbers in the first year of opening and funding arrangements. The CEO confirmed the Trust is working with LA to identify the first cohort of children – up to 50 in year 1.

SS asked if the funding arrangements for top are enough and the CEO stated until we know the intake of children we will not know.

SS stated this is another risk we will need to consider and the CEO explained funding for all of the other schools within the Trust was the same.

A discussion followed relating to recruitment and the risk of existing employees applying to join the Free Schools and plans to ensure no gaps are left. The interviews would take place in existing schools where pupils would be involved in the recruitment process.

A discussion followed relating to the proposed prospectus and that the front page looks quite male and made the school look like an American college and what messages that would give to people looking to work in the school. EH confirmed that work is in progress and the prospectus will become more individual to the school.

The CEO asked for any comments to be emailed to EH so they can be actioned.

HB left the meeting at 18:00.

DISCOVERY

The school is expected to open in Sept 2021. EH confirmed that all documents are in place following intense client engagement and the plans will be submitted for approval. EH is hoping work on site will commence in July.

The Trust is already in discussion with Sheffield council regarding the cohort of pupils.

A discussion followed about the design, accommodation and the drainage system.

EH confirmed the next step is to develop a communications plan and prospectus for the school.

A discussion followed relating to the building, school grounds and security. EH confirmed that light and temperature had all been taken into consideration. CEO confirmed there is a 6-foot fence already in place around the buildings and there is a stone wall with metal fencing on but there is no additional funding from the DfE to replace or improve the fencing but CCTV cameras will be fitted.

EH was thanked for her input by the Chair and left the meeting.

7. NRCS DUE DILIGENCE - UPDATE

CS provided an update on the Due Diligence report for North Ridge Community School.

CS explained the figures in the report particularly relating to the school deficit. CEO explained the differences with this report to the report presented at the last TBoD meeting and gave examples regarding funding. CEO stated that discussions are already taking place with DMBC regarding funding and he is certain NRCS will obtain more funding.

PC asked does that mean you have given up on the council increasing top up funding and the CEO stated certainly not and gave details around this

SB referred to p3 asking about the top line income stating the school is looking to increase income by 80k but the difference is more than that and CS confirmed there is other increases included which does not make it a static line but could explain the differences.

SB stated the increase in expenditure has been 40k year on year but in 20/21 it goes to 100k which is a big jump and the CEO explained it is due to the recruitment of the Executive Head and Head of school.

CEO talked through discussion and negotiations with DMBC regarding funding.

PC stated there is something that makes him feel uneasy that we are asked to approve the due diligence without some of the issues being resolved and the CEO stated we need to be careful about false assurances. We know there is not going to be any major changes regarding inclusion and there are more tribunals taking place than ever and there is going to be more demand for this provision in the future. It is about being a more informed client. We did not have this intelligence and forecasting 3 years ago when we started and the schools who joined would have been in a similar position.

CEO recommended that the TBoD approve the conversion of North Ridge.

NH asked what would be the worst case scenario if there was no increase in base funding, would the deficit get bigger and bigger and CS confirmed it would increase the in year deficit but we would have to rationalise expenditure if that was the case.

SB asked what would happen if we said no to the conversion, would the school stay a maintained school and the CEO the school would likely stay maintained or it would join another trust.

TBoD voted and unanimously approved the conversion of North Ridge Community School.

8. CFO PERMANENCY OPTIONS APPRAISAL

This item was deemed a confidential item and is recorded in Appendix 1

9. ANY OTHER URGENT BUSINESS

9.1.1 Confirmation of IEB Chair

The CEO informed the meeting that it was agreed as part of NRCS joining as an associate school to source an alternative chair for the IEB board and is proposing JC is appointed as chair at NRCS. **All agreed to JC being the chair of the IEB.**

9.1.2 Confirmation of PVLGB Chair

The CEO informed the TBoD about the vacancy of a chair at PVLGB due to WW resigning and that the leadership of governing body is a concern so CEO is therefore proposing EH as chair. EH is not an experienced LGB chair but is an experienced chair of high level meetings.

A discussion followed relating to capacity and if EH had been asked about this and the

<p>CEO confirmed she is prepared to take on the role of Chair of PVLGB. All agreed to EH being chair at PVLGB</p> <p>9.1.3 Proposed New Director CEO informed the meeting that he had been approached by NJ to be considered for the role of Director. CEO gave background information regarding NJ experience. Chair gave information about 3 further people who had expressed an interest in becoming Directors of Nexus MAT. There are currently 2 vacancies with 4 people interested.</p> <p>A discussion followed relating to the process for recruiting the new Directors and if consideration should be given to having Associate Directors. GS advised avoiding the term Associate Director as you need to be clear they wouldn't have a vote and the department have concerns about what is the role of Associate Director.</p> <p>The Chair proposed that he meet with the interested parties and ask that by February Board meeting the interested parties would provide a piece about why they want to be a Director so this can be considered and explain the process going forward. The TBoD need to prepare some questions to take forward to the interview. PC stated that this puts a lot of work on the Chair for the initial discussion</p> <p>All agreed with approach and that PC and the Chair will work together to arrange the initial meetings.</p> <p>ACTION - Bring information regarding recruitment of Directors to February Meeting</p> <p>9.1.4 LGB Chair Forum Agenda Chair informed the TBoD that he will be meeting with LGB chairs and proposed agenda items to discuss at the meeting and asked if the TBoD would like to add any agenda items. SS suggested adding an item around if they needed support with their role. CEO suggested the Ethical Leadership information presented by JT</p> <p>ACTION – Clerk to invite JC and EH to the LGB Forum meeting</p>	<p>AC/PC 26/02/20</p> <p>Clerk Completed</p>
<p>10. REVIEW OF RISK</p>	
<p>To consider any new risks identified during the meeting for referral to Audit & Finance Committee</p> <p>There were no new items identified as a risk.</p>	
<p>11. CONFIDENTIALITY</p>	
<p>To consider the confidentiality of any items discussed during the meeting.</p> <p>Item 8 was deemed as confidential and is recorded in Appendix 1.</p>	

12. DATES OF NEXT MEETINGS		
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		26/02/2020