

**Trust Board of Directors Meeting
Challenge Meeting
Tuesday 6th March 2018 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. 31/01/18 – There has been no further update from PA regarding this action – CFO to investigate. 06/03/18 – CFO is still working with BHP Auditors. The accounts were signed off & published and the bottom line figure is accurate on those accounts but it is felt that due to the limited time given to Nexus by BHP that work was not completed by BHP to ensure that some lines are not accounted for within the correct areas of the budget. We need understand the issues so that the information can be reflected on accurately in next year's accounts. The accounts that were signed off were accurate to the information held at that time. Bottom line & liquidity is sound. Nexus are not happy with service provided by BHP. The A&F Committee are addressing new tenders for the service. The CFO will provide a more detailed update at the next meeting	PA/CFO 21/03/18
7.1 31/01/18	CEO Termly Report - Database to be developed to include arrows to show trend	CEO 21/03/18
7.2.3 31/01/18	Reports from Committee Chairs: - Headteachers, LGB Chairs Committee - Should key messages from the Trust Board meetings be taken back to the forum? CEO & Chair to highlight key messages to take to the Forum	CEO/AC 21/03/18
10.1 31/01/18	To review Trust Issue Log - Additional issue be added around risk in other academies and responding to the audit	CFO 21/03/18
4.4 06/03/18	DfE Assurance Enquiry (Craggs) – AC to inform RSC & DfE in changes to CEO position as a Director	AC 21/03/18
7.1.5 06/03/18	DfE & NGA Chairs & Board Development - JC requested to reply to NGA asking for the programme to start in Autumn 2018 or later as this would be a better fit. JC will circulate the information that he has received	JC 21/03/18
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. –	SS 25/04/18

	20/12/17 – ongoing defer to new year 06/03/18 – SS has spoken to Jill Walker but wanting to meet, this will take place later in March	
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 31/01/18 – CEO has followed up. Some RPF Trustees uncomfortable with a formal arrangement, the item is still with them, they have not responded formally. CEO to follow up with Jayne Fitzgerald at end of spring term (25/4)	CEO 25/04/18
4.3 06/03/18 Action 2	Leading Edge Review – Chair to develop an action plan from the recommendations & circulate to Directors for view & comments	AC 25/04/18
4.3 06/03/18 Action 3	Leading Edge Review – AC to establish a forum for LGB Chairs to meet with Board Chair	AC 25/04/18
4.3 06/03/18 Action 5	Leading Edge Review – JC to undertake work on the draft Communication Plan & meets with stakeholders & brings back work undertaken to the next meeting	JC 25/04/18
4.4 06/03/18 Action 1	DfE Assurance Enquiry (Craggs) - Task & Finish (T&F) group to set a process for the Change of Management process & journey for due diligence and merger. It was agreed that the group would be completed by: AC, SB & SS and that DM & the CEO would also link in remotely	T&F Group 25/04/18
7.2.1 31/01/18	Reports from Committee Chairs: - Audit & Finance Committee CH requested to be included as part of the Audit of Personal Devices in Schools as she had experience of this in her safeguarding role. CFO to arrange	CFO 23/05/18
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 27/06/18
4.3 06/03/18 Action 4	Leading Edge Review – AC to undertake an evaluation & reflect on impact of Headteachers & Chairs Forum. Do they add value?	AC 27/06/18

COMPLETED ACTIONS

Agenda Ref:	Actions	By & Target Date
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. CFO to coordinate process. 06/03/18 This will be co-ordinated by the CFO. The item is with the A&F Committee on the agenda and as an action. Agreed to delegate this to the Audit & Finance Committee	Completed
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 06/03/18 – on agenda at item 4.3	Completed
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. 06/03/18 – Agreed action at item 4.3 on this agenda	Completed
4.3 06/03/18 Action 1	Leading Edge Review – Clerk to circulate draft communication plan	Completed
7.1.1 06/03/18 Action 1	Changes to Directorship - The Chair will respond to the RSC & DfE to inform them of the decision	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
Steve Booth	Director	SB
Catherine Hall	Director	CH
Sue Shelley	Director	SS
Peter Castleton	Director	PC
Alan Meloy	Director	AM

Also Present:

Clare Southwell	Clerk	CS
David McNaught	Advisor to Trust	DM

Apologies:

Tracey Brooke	CFO Nexus MAT	CEO
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1. APOLOGIES FOR ABSENCE	
1.1 To receive apologies for absence Apologies had been received from the CFO	
1.2 To accept apologies for absence The apologies were accepted	
2. ITEMS OF URGENT BUSINESS	
2.1 Chair to determine any items of urgent business to be considered 2.1.1 Changes to Directorship 2.1.2 Parliamentary Letter – Lord Agnew 2.1.3 ESFA Letter 5 th March 2018 – Financial Return 2.1.4 Members AGM agenda 2.1.5 CEO Appraisal Review Date 2.1.6 DfE & NGA Chairs & Board Development These 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 There were no declarations of personal, business or other governance interest	
4. ITEMS TO BE CONSIDERED	
4.1 Presentation from Victoria Morris, Extended Services Manager – This presentation will now take place at the next meeting on 21 st March 2018	
4.2 Inflationary Rise Non-Teaching Staff Offer of 2% had been made to the unions but no statement has been published at present. It is understood that Unions are starting preparations for possible strike action as no additional funding will be received by schools to cover the increments and the increments if implemented will mean redundancies nationally. Schools have already put the increment into their proposed budgets but the revised outturns are not known at present	
4.3 Leading Edge - Feedback from External Review of Governance A detailed discussion took place about the recent external review of governance THE DISCUSSION WAS DEEMED TO BE CONFIDENTIAL PLEASE SEE APPENDIX 1 FOR INFORMATION	
4.4 DfE Assurance Enquiry (Craggs) A discussion took place around the responses provided by the CEO to the DfE THE DISCUSSION WAS DEEMED TO BE CONFIDENTIAL PLEASE SEE APPENDIX 1 FOR INFORMATION	

<p>5. TRUST BOARD OF DIRECTOR MINUTES</p>	
<p>5.1 To approve the minutes of the following board meeting: Trust Board meeting held on 31st January 2018 The minutes were agreed, approved and signed</p>	
<p>5.2 Matters arising from the Minutes The update of actions was noted above</p> <p>At item 7.3 of the minutes CH noted that it stated that <i>"The School Nursing Service has been withdrawn dramatically and pressure & responsibilities have been passed onto schools."</i> CH offered to look into this as part of her role within her employment. Nurses to special schools are commissioned by the NHS whereas nurses within mainstream schools are commissioned by the LA. CEO noted that this matter is being addressed with Paula Williams at the LA</p>	
<p>6. GOVERNANCE MATTERS</p>	
<p>6.1 Trust Board of Directors to report on:</p> <p>a) any functions exercised on behalf of the Trust Board of Directors JC has visited Crags Community School & met with DM as part of due diligence to look at the SEF & School Improvement Plans</p> <p>b) any training and development undertaken AC - has presented at a regional MAT Chairs meeting to share his experience on how a MAT Board should operate. Approval from RSC & request to also present at future meetings. CEO also requested to present at regional meetings</p> <p>c) visits to schools within the MAT No visits reported</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 Changes to Directorship A discussion took place on the current format of the CEO being a named Director of Nexus. This issue had been discussed previously, but had been raised again by the RSC</p> <p>A further discussion also took place regarding the future requirement of new directors.</p> <p>THE DISCUSSIONS WERE DEEMED TO BE CONFIDENTIAL PLEASE SEE APPENDIX 1 FOR INFORMATION</p> <p>7.1.2 Parliamentary Letter – Lord Agnew Circulated to all Chairs nationally, useful & gives practical guidance in sharing his views. Deb Usherwood, Assistant Director, East Midlands and the Humber Academies Regional Delivery Group, has requested the CEO for a case study on Nexus structure and how & why it was set up in the current format.</p> <p>7.1.3 ESFA Letter 5th March 2018 – Financial Return A letter from the ESFA had been circulated to all Directors for information. The letter highlights executive pay linked to performance management</p>	

<p>7.1.4 Members AGM agenda Agenda circulated – Last year did it in the summer but better to it being done nearer to time of accounts being published. Directors will be attending</p> <p>7.1.5 CEO Appraisal Review Date The date was planned after the meeting & set for Wednesday 21st March at 15:00</p> <p>7.1.6 DfE & NGA Chairs & Board Development Email circulated offering training & development programmes for Directors & Chairs at an approximate cost of £500. JC applied but NGA have responded offering the Board a programme fully funded by NGA. JC gave details of programme & it was felt that it would be beneficial as the Trust Board have only just completed and external review & are currently working on the action plan from that review it was felt that the NGA development programme would be more beneficial to be carried out from September 2018 onwards. JC requested to reply to NGA asking for the programme to start in Autumn 2018 or later as this would be a better fit. JC will circulate the information that he has received</p> <p>Board could also look at the Institute of Directors for development programmes</p> <p>Directors questioned about the Nexus wide conference day planned for Monday 9th April. Workshops have been organised by Jill Walker Nexus School Improvement Lead and all Directors had been invited to attend</p>	<p>AC, JC, PC, CEO</p>
<p>8. REVIEW OF RISK</p>	
<p>8.1 To review Trust Issue Log The Issue Log has been circulated with the agenda. AM reported that this item had also been on the agenda of the recent Audit & Finance meeting. The Audit & Finance Committee are keepers of both logs and issues are brought to the Trust Board. Both logs are growing and we will always have to live with risks.</p> <p>It was noted that these items are always at the end of a meeting so to ensure that the logs have a full review & to look at actions & impact an additional meeting of the A&F Committee had been arranged to take place on Monday 23rd April 2018 at 17:00 at Nexus HQ. To ensure capacity for the amount of work to be covered by the committee an additional meeting will also be organised in June 18</p> <p>The A&F Committee will review & bring back to the Board for reflection. There will be others also to be involved as subject experts</p> <p>Suggestion re agendas to occasionally change the running orders to ensure everything has time to be covered in detail</p>	
<p>8.2 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>	
<p>9. CONFIDENTIALITY</p>	
<p>9.1 To consider the confidentiality of any items discussed during the meeting There were no items of confidentiality discussed during the meeting</p>	

10. DATES OF NEXT MEETINGS

10.1 Future Trust Board of Directors meeting dates:	
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		21/03/2018