

# Trust Board of Directors Meeting Challenge Meeting Wednesday 23<sup>rd</sup> May 2018 at 17:00 – 19:30 at Kimberworth Children's Centre Kimberworth Rd, Rotherham S61 1HE

## **OUTSTANDING ACTIONS**

Agenda Ref:	Actions	By & Target Date
4.4 06/03/18 Action 1	DfE Assurance Enquiry (Crags) - 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 25/04/18 – Work ongoing date to be arranged. Trust need to refine & develop skills & judgements to ensure capacity within the central team. AC to develop a paper & circulate with regard to the journey ahead 23/05/18 – Work ongoing another meeting in June. What are the stages of growth, & due diligence? 10 steps to growth. Do we have a growth plan? Yes, our strategic plan CEOs objectives feed into this.	T&F Group 26/06/18
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 23/05/18 — Personal Device policy in place within the Employees code of conduct. Weekly & monthly checks undertaken to ensure so rogue devices are accessing the server. ESafety policy also cover the issues. CH knows of issue of staff recording or using personal devices. Policy in place any such example would be classed as gross misconduct. Visitor signage saying no phones or recording devices, code of conduct & ESafety also covers out of school, personal use, social media sites Facebook etc. CFO to inform CH of next ICT Meet so CH can attend	CFO 26/06/18
7.2.3 31/01/18	Reports from Committee Chairs: - Headteachers, LGB Chairs Committee - Should key messages from the Trust Board meetings  AC	
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 26/06/18
6.2 21/03/18 Action 2	Crags Due Diligence - Directors had further questions with regard to the legalities & procedures to do with PFI. These questions will be answered at next stage in September. If any Director have any	



6.2 21/03/18 Action 4	DM is to meet with Daniel Banton, Howes Percival Solicitor on 14 <sup>th</sup> June. SS & CFO to meet to prepare questions from today's discussions	CFO/SS 26/06/18	
7.1 21/03/18	Trust Board of Directors to report on - DM invited Directors to visit Crags. Please contact DM to visit. Crags School newsletters to be forwarded to the Clerk who will circulate to Directors	DM/CLERK 26/06/18	
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. 06/03/18 – SS has spoken to Jill Walker but wanting to meet, this will take place later in March. 23/05/18 – what do we do to nurture individual talent. JW currently deployed to cover long-term at Pennine View. CEO/DM to put on ELT agenda for Heads to obtain info	SS 25/07/18	
6.8 25/04/18	Free School Project Plan - It was requested that at the next meeting that financial figures regarding the impact of the Free School Project on Nexus are presented – this will be included in the challenge meeting where the Medium Term Financial Plan will be presented  CFO 15/08/1		
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 25/04/18 —Plan shared on Governorhub by Chair. Actions 1-3 to be amalgamated. Red issues on plan discussed, Action 6 to be discussed at Standards committee. Actions in progress. AC to update & recirculate. 23/05/18 — no further update received — JC doing training with NGA & will need to work on an action plan. JC offered to take on this work as part of his NGA training	AC/JC SEPT 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. 25/04/18 JC - Work in hand & ongoing. 23/05/18 – timescale set was very tight so target extended to September. Is a communication plan the kind of work that a Director should be undertaking? Need separation of duties between role of Director & Management	JC SEPT 18	
6.1 21/03/18 Action 3	2016/17 Trust Budget Monitoring Report – Training for Directors on the new reports formats will be arranged as soon as the new system is in place. 23/05/18 – Staff getting to know new system, will look at reporting over summer. Training for Directors to be arranged in September	CFO/DCFO SEPT 18	
6.2 21/03/18 Action 1	Crags Due Diligence - Financial Lease? Is this allowed? It was noted that this is a typing error that will be amended. It is not a financial lease; it is an Operational Lease. CFO to amend.	CFO SEPT 18	
6.2 21/03/18 Action 3	Crags Due Diligence - Page 10 Why N/A? Will change to none rather than N/A  CEO SEPT 18		



## **COMPLETED A C T I O NS**

Agenda Ref:	Actions	By & Target Date
4.3 06/03/18 Action 3	Leading Edge Review – AC to establish a forum for LGB Chairs to meet with Board Chair. 25/04/18 – AC to ascertain if Forum is of value  16/05/18 – All members of the forum felt that the structure & Complete format were very beneficial. New Director to be appointed as	
6.4.1 21/03/18	6.4.1 Audit & Finance Committee – IB/CFO to share GDPR training dates with Directors. 25/04/18 –All training for Data controllers & processors completed. CEO feels that Nexus is ready for the implementation of GDPR in May as there is a good understanding of Data Protection. Pennine View (PV) ICT Tech on long term sick so IB is also currently deployed to PV. Slight risk that PV may not be completely ready on 25 <sup>th</sup> May but would only be a temp issue. Rather than a training session there are some ELearning sessions & toolkit that can be shared electronically. Systems & processes changes – Directors need assurance that changes required have been made. CEO to circulate a briefing note. 23/05/18 – GDPR all ready to go live, CEO Update: 2 days' till going live, Trust already all green & compliant on toolkit, Kelford still have a few more laptops to be encrypted, this is the level above being compliant. Crags also still some encryption to be carried out so no laptops to go off site unless encrypted. Risk has been mitigated. Crags have a LA SLA & are owed time & would have been completed if they had received the service paid for. DM reported that Crags would not been ready if not for the help received from Nexus & thanked Nexus & IB for their support. Abbey sill have 5 to do that will be completed by Friday. Hilltop & Pennine all completed Thanks to all IT people for hard work.	Completed
7.1 31/01/18	CEO Termly Report - Database to be developed to include arrows to show trend 21/03/18 will be included in next CEO report in May. 23/05/18 — Work still ongoing, Headteachers completing for 1 <sup>st</sup> time & them will meet & moderate. Dashboard will be presented at July	
6.1 21/03/18 Action 2	2016/17 Trust Budget Monitoring Report - Cash balance? This was previously shown on the reports. CFO to ensure this is back on the account sheets for future 23/05/18 – On reports  Completed	
6.1 21/03/18 Action 4	2016/17 Trust Budget Monitoring Report - Headings to match across all reports - 23/05/18 – Headers amended	Completed
7.1 25/04/18	Trust Board of Directors to report on - JC still unable to access information on the new Ofsted dashboard, passwords from DfE required. CEO to chase up. 23/05/18 – addressed & completed	Completed



8.1.2 25/04/18	The state of the part of the state of the st	
4.1.2 23/05/18	4.1.2 Careers Policy – CEO to add section 10.5– We will know this because	Completed







## Trust Board of Directors Meeting Challenge Meeting Wednesday 23<sup>rd</sup> May 2018 at 17:00 – 19:30 at Kimberworth Children's Centre Kimberworth Rd, Rotherham S61 1HE

### **Attendees:** Director / Member & Vice Chair of Trust Board of Directors John Coleman JC Director / CEO Nexus MAT Warren Carratt **CEO** Catherine Hall Director CH Alan Meloy Director AM Sue Shellev Director SS Peter Castleton Director PC Rachael Potts Director / Governor & Vice Chair of Hilltop LGB RP **Also Present:** Clare Southwell Clerk CS David McNaught Advisor to Trust DM **CFO Nexus MAT** Tracey Brooke **CEO Apologies:** Andrew Child Director / Member & Chair of Trust Board of Directors AC Steve Booth Director SB



1.	APOLOGIES FOR ABSENCE		
1.1 Apolog	To receive apologies for absence gies were received from AC & SB		
1.2 The ap			
2.	ITEMS OF URGENT BUSINESS		
2.1	Chair to determine any items of urgent business to be considered		
	Elect a Director to position of Chair of Headteacher & Chair Forum for 2018-2019 unteered, but agreed to defer to June for decision		
	Confirm date of next meeting — The date of the next meeting has changed to ay 26th June 2018		
2.1.3 21/03,	GDPR update, this item was discussed as part of action updates action 6.4.1, /18		
	2.1.4 As part of JC's NGA training he had circulated a request for Directors to complete a 360 review of his performance. JC asked Directors to complete		
3.	DECLARATION OF INTERESTS		
3.1	Individual Directors to declare any personal, business or other governance		
interests on any item on the agenda  DM declared an interest in 6.2 Crags Due Diligence and will leave the room whilst this item is discussed			
There	were no other declarations of personal, business or other governance interest		
4.	ITEMS FOR APPROVAL		
4.1.1	Policy Updates Report		
	EO reported that he had undertaken reviews of the following policies. The details		
or upo	lates and amendments made had been highlighted within the report.  • Overarching Safeguarding Policy		
	Complaints Policy		
	Appraisal and Capability Policy		
	Single Equalities Policy		
	Disciplinary Policy		
	<ul><li>Health &amp; Safety Policy</li><li>Nexus MAT Governance Handbook</li></ul>		
	<ul> <li>Nexus MAT Governance Handbook</li> <li>CCTV Policy</li> </ul>		
	Confidentiality & Sharing Information Policy		
	Data Protection & GDPR Policy Statement		
	Electronic Communication Policy		
	Information Governance (Inc. FOI) Policy  Information Governance (I		
	<ul><li>Information Security Incident Reporting Policy</li><li>Information Security Policy</li></ul>		
	Records Management Policy		



All policies amendments & updates were approved for publication			
4.1.2 Careers Policy Developed by Richard Webster –			
3.5 – "This will help to close the gap in destinations between young people from disadvantaged backgrounds and others". The gap, - what is the gap? How do you know you are going to close the gap? & What are disadvantaged? CEO felt that there is high proportion of pupils from disadvantaged backgrounds that do not make successful transitions into work placements or continued training establishments. The LA have to report on Not in Education Employment or Training data (NEETs). It was agreed to put in an additional item:  10.5 – We will know this because CEO to amend policy	CEO		
3.7 - Pupils potential life long careers. Is this the correct term to use? The terminology has come from the guidance received.			
5.11 - Gatsby Foundation, what is it? — The Gatsby Foundation have set the standards that are the base of the guidance			
Policy agreed for approval after amendment			
5. TRUST BOARD OF DIRECTOR MINUTES			
5.1 To approve the minutes of the following board meeting: 5.1.1 Trust Board meeting held on 25 <sup>th</sup> April 2018 The minutes were agreed, approved and signed			
5.1.2 CEO Appraisal held on 21st March 2018 5.1.3 CFO Appraisal held on 12th April 2018 The minutes for the Executive Lead appraisal meetings had been previously approved by the Committees but has been circulated to Directors only for information			
5.2 Matters arising from the Minutes The update of actions was noted above			
Page 1 -4.2.1 – Howes Percival – correction to be made Page 2 – 6.3 – JC does not feel that it reflects what was discussed at the meeting A detailed discussion took place. his discussion will continue at the June meeting. Minutes to be amended & signed			
6. CHIEF EXECUTIVE'S REPORTS			
6.1 Collaborative School Improvement Framework (CSIF) Item has been withdrawn from the agenda & will be discussed in more detail at the July meeting where this report will be the focus.			
6.2 Crags Due Diligence DM LEFT THE ROOM			



The format of documentation used for Pennine View due diligence process had been used. The key element missing at present is The Private Finance Initiative (PFI) section as the Trust is still awaiting legal information from the solicitors.

The conversion of Crags is not a sponsorship, work with Crags has been ongoing so this is a partnership

As this document is not complete, Directors will not able to make a decision at present as need the full information on PFI implements on a wide range of areas across the school & budget. All information about PFI contracts is to be received by June & then will be with the legal teams for at least 6 weeks before they will be able to answer Trust questions. This document will come back to the Trust Board in September 2018. PFI finances are included in this report

Section 1 – Site & Buildings – sometimes some complex issues, want to ensure that we are not in breach of any regulations.

GEO Ltd – are they independent? How can we validate their assessment? Will ask DM about GEO on his return to the room

What are the projections of pupil numbers for the school?

Predicted that it will be static and remain stable. LA analysis has also predicted this. Numbers have dropped slightly over the years; the school has capacity for 400 pupils. Recently some large sibling groups have moved or been taken into care. Currently the school is suffering due to the funding formula, but when the new National Funding Formula is fully implemented then the funding for the school will increase. The school will not be as well off after conversion due to the Nexus Partnership Contribution, LA does not take a top slice, but the school are working to make it affordable.

The school has capacity within its premises and has already worked closely with Hilltop School who are over-subscribed. It may be possible for to rent classrooms for teaching & meeting reasons and consider a partnership with Hilltop similar to the current Redwood Academy partnership.

DM has been seconded to work for Nexus until conversion. Liz Normington (LN) is Headteacher in until conversion. The succession plan has been in place for the last 2 years & Governors have agreed for LN to take over the role as part of their HR plan. The Deputy Headteacher will also be leaving, this is happening slightly earlier than planned but was also part of the plan for the leadership team. As part of their previous plan for school improvement the school invested in senior leaders for a fixed term.

As such a deprived area, is the reduction is staff sustainable to allow the children to achieve?

Yes, the new SLT positions and middle leaders have developed and the school is working towards the staffing ration being in line with the national formulas. All these issues have been agreed with their HR prior to conversion process being put into place.

Financial Lease? Is this allowed? It was noted that this is a typing error that will be amended. It is not a financial lease; it is an Operational Lease. CFO to amend. The Trust cannot take on a financial lease but would be able to inherit a lease & continue it if it is already in place prior to conversion.

CFO



Pension figures still need to be finalised & confirmed, that is why it is still amber on the report

Affordability Payment, is it guaranteed?

Yes, CFO has seen guarantee in writing that the contract will be paid for the rest of the contract period. If there are any changes It will be addressed by DfE & ESFA as it will be a national issue. The Trust will receive details as a legal document. The debt of the PFI contract is on the LA balance sheets but the asset will be on the Trusts. It is a sublease from the LA we do not have the ownership.

Directors had further questions with regard to the legalities & procedures to do with PFI. These questions will be answered at next stage in September. If any Director have any specific questions they are requested to send them direct to the CFO. The PFI contract will remain with the LA. The school receives the funds to make the Affordability Payment. The Trust sub-contract the premises from the LA.

All Directors 2

It was agreed that SS & DM will attend next meeting with the CFO & LA with regard to the PFI transfer.

The building has now been in place for 15 years & there is a refresh strategy within the budget.

Page 10 Why N/A? Will change to none rather than N/A

CEO 3

CCTV comes under new GDPR Legislation

No issues were raised about Governance, information about the review has been put into the document to show that it has been reviewed

There is confidence in assessment and data progress.

It was noted that JC had completed this part of the due diligence as he was requested to undertake the duty by CEO. Can JC undertake this duty & then also sign off this evaluation in his role as a Director?

The current School Improvement Commissioner has been seconded to Pennine View School to cover a long term absence within the SLT. If JC had not competed this the Trust would have paid for an external evaluation. In future DM will be in position as the Assistant CFO to undertake this role.

Document missing from the website, Is that a big risk fi Ofsted visit? It is good practice but not statutory so not an area of concern as can be addressed

Will they get the Child Protection Online Management System (CPOMS) used by the other schools?

It will need to be considered by the school and Headteacher

### **DM RETURNED TO THE ROOM**

GEO Environmental survey when was it done?

It was carried out when the new school was built. Any subsequent work has to take in to consideration the site where the school was built as it was previously a tip site from the local coal mine. This also applies to the surrounding area and the build of the new



retail area close by has also had to follow the same channels of approval. Prior to any work taking place, even planting a tree soil samples need to be checked & tested and all work commissioned through the GEO Physical Report & Transform Schools who are the contractors who run the PFI contract and commission a company to carry out the work. All contractors have to adhere to regulations.

There have been press reports about the site and area and controversy but nothing has been proven. A Director highlighted the known problems from another building on contaminated site, where the reliability of the data was brought into questions. It was highlighted that the original GEO Physical Report was carried out 15 years ago.

How can we guarantee that the data held within the GEO Physical Report was validated and is still valid?

The situation will mean that the PFI contract remains with the L A remain so the LA is the landlord. All risks and liabilities will remain with the LA.

DM reported that adjustments were made to the construction to allow for a moving foundation

Directors felt that they need to investigate with Howes Percival, the Trust Solicitors, about any liability and that the Trust will need assurances at the next meeting

Pupil numbers how certain are you that the figures are static?

There are sometimes issues when a large family move in our out but the pupil numbers have remained around 360-370 over the past 5 years. If the numbers do change dramatically then the school would cut its cloth to fit within the budget.

The National Funding Formula has identified that the school has been continually underfunded. It shows that there should be a 5.8% increase. This current year the LA implemented as 1.8% loss, £80,000. When LA can no longer interfere with funding then the school will gain funding direct form ESFA with no deductions. LA were aware of redundancies made but did not address the issue. School & Nexus have challenged LA but there are no avenues for appeal. LA have received £90,000 more for Crags that has been given to the school.

DM is to meet with Daniel Banton, Howes Percival Solicitor on 14<sup>th</sup> June. SS & CFO to meet to prepare questions from today's discussions

CFO/SS

DM, SS & CFO to feed back at the next Trust Board meeting after the meeting with the solicitors

### 6.3 Abbey Expansion Business Case

Document prepared and & presented to Directors prior submission to RSC following additional provision request from LA

The Memorandum of Understanding (MOU) with Barnsley to is already in place so it is not included in this business case. Funding coming from Rotherham LA & Abbey School



Already agreed to move to 120 places in September 2018. Asking for an additional 20 to increase to 140. As part of this increase the LA will fund the building of additional classroom space. The school then still has the option to go over the planned place numbers by 10%. This has to be agreed by the RSC.

What about the access road situation? The application for the Condition Improvement funding (CIF) was only two points of being awarded so an appeal will be put in place but the previous building works have been undertaken at the school so the road is accessible to construction vehicles.

Agreed for the CEO to submit the business plan

### 6.4 Ratification of appointment of Audit Services for Nexus

After applications and interviews panel from the Audit & Finance Committee a recommendation was made to appoint Hart Shaw Chartered Accountants & Business Advisers as the new Auditors for Nexus MAT. Three companies had been interviewed. Open & transparent feedback had taken place with BHP & the situation had been explained

The appointment of Auditors was agreed

### 6.5 2016/17 Trust Budget Monitoring Report

Report relates to Period 7 of the budget so expected spend is 58.3% of budgets. Two schools are slightly overspent but all are still predicting a balanced budget

On 10<sup>th</sup> April 2018 the unions accepted the proposed pay deal for support staff. The increase had already been delegated into all school budgets. The carry forward positions for all schools for 2017/2018 is now confirmed

Re risk & mitigations a Memorandum of Understanding (MOU) has been signed with Rotherham LA in relation to the Cherry Tree site. 10 pupils of the Kelford role will be based at Cherry Tree

Will Cherry Tree provision incur more staffing costs?

After excellent negotiations all costs are covered by the funding being received

Headers on all worksheets match & cash in bank figures are include as requested by Directors

1.4m including Trust reserves are held in the school banks accounts. This is not all reserve money but is part of cash flow in the banks.

The Trust will need to start to look at possible investments areas for reserve money. The Trust would like to move to a single bank account, this will be discussed with the new auditors. The Trust needs to make use of the money that is held in the bank accounts on a regular basis.

When is reserve not a reserve?

The schools hold balances of money but most of this is cash flow and not reserves. The Trust holds ring-fenced money for Pennine View but there will be reserves money that is available for to be invested. Pennine View School is currently running within their budget, so have not had any need to access any of the funds at present.





If Pennine View are on a developing journey, should the Board have a view on how we can we use funds to accelerate progression of school? The school & LGB have a view, should the Trust Board also have a view too o how the surplus should be used for school improvement?

It is now the time start to discuss the use of reserves, previous not enough has been held but discussion were always on the table when there were enough reserves in place. It was felt that discussions should start in the Autumn Term 2018. The Trust Plan is to have 2-5% reserves in place.

Condition Improvement Fund (CIF) monies received now total £1.65 million guaranteed in 3 schools this is all additional money that would not have been received by the school if they had not converted to the Trust. Additional bids have also been applied for that will take the amount to above two million. This fact has been highlighted in the CEO briefings & impact has been highlighted to families with the CEO publicising the benefits of conversion. The CEO requested ideas on how to publish the impact of the Trust. DM reported that from a school prospective Nexus is well known & a positive view held by all schools

It was suggested that a clear message was celebrated on the school websites on what has been achieved in the first two years.

### 6.6 2017/18 Strategic Business Plan

The CEO talked through the report and Directors noted the achievements of the year to date and welcomed the inclusion of RAG rating.

### 6.7 Review of Apprenticeship Levy

This matter was raised from an action from the Directors at their meeting in September. Directors had requested a report on the impact of apprenticeships prior to setting staffing structures for September 2018. This was not possible to do before the end of the Summer Term so will be reported on in the Autumn Term.

### 7. GOVERNANCE MATTERS

- 7.1 Trust Board of Directors to report on:
  - a) any functions exercised on behalf of the Trust Board of Directors It was noted that RP has agreed to be appointed to the A&F committee
  - b) any training and development undertaken

SB had reported via email that he & SS have attended a charity trustee training seminar on 16<sup>th</sup> May and requested that it be discussed in detail at the June meeting

CH had attended a "Holding to account" course which had been led by AC

JC had attended External reviews of Governance led by Jane Lewis, organised by RoSiS. Excellent course

DM has updated his Designated Officer safeguarding qualification



		to visit Crags. Please contact DM to visit. Crags School newsletters e Clerk who will circulate to Directors	DM/CLERK
c)	visits to schoo	Is within the MAT	
There	were no visits r	reported	
8.	ANY OTHER	URGENT BUSINESS	
8.1 There		ny other urgent business agreed by the Chair of confidentiality	
9.	REVIEW OF RISK		
9.1 There		ny area of risk discussed during the meeting and agree Risk Owner of risk discussed	
10.	CONFIDENT	IALITY	
10.1	To consider th	e confidentiality of any items discussed during the meeting	
10.	DATES OF N	EXT MEETINGS	
10.1	10.1 Future Trust Board of Directors meeting dates:		
Trust	Trust Board Wednesday 23 <sup>rd</sup> May 2018 at 17:00 – 19:30 - Kimberworth Children's Centre AC & SB apologies - JC to chair		n's Centre –
Challe	Challenge Meeting Tuesday 26 <sup>th</sup> June 2018 at 17:00 – 19:30 - Kimberworth Children's Centre Focus- Governance		Centre
Trust	Trust Board Wednesday 25 <sup>th</sup> July 2018 at 17:00 – 19:30 - Nexus HQ		
Challenge Meeting Wednesday 15 <sup>th</sup> August 2018 at 17:00 – 19:30 - Nexus HQ Focus - Finance (MTFP)			

### **Minutes approved**

CHAIR	SIGNATURE	DATE
ANDREW CHILD		26/06/2018