



Nexus Board of Directors
Wednesday 24th July 2019 5 - 7.30pm
Nexus Headquarters

Attendees:		
Andrew Child	Director / Member & Chair of Trust Board of Directors	AC
John Coleman	Director / Vice Chair of Trust Board of Directors	JC
Steve Booth	Director	SB
Nick Hodge	Director	NH
Sue Shelley	Director	SS
Peter Castleton	Director	PC
Rachel Potts	Director	RP
Also Present:		
Warren Carratt	CEO	CEO
Diane Hyner	Executive Assistant	DH
Cath Sands	Chief Finance Officer	CS
Apologies:		
Ray Palmer	Director	RPa

1. Welcome & Apologies For Absence		
1.1	To receive apologies for absence Apologies were received from RPa.	
1.2	To accept apologies for absence Apologies were accepted from RPa.	
2. Items of AOB		
2.1	Chair to determine any items of urgent business to be considered. <ul style="list-style-type: none"> Proposed new Directors Bogus email to CEO – discussed at point 9 	
3. Declarations Of Interest		
3.1	Individual Directors to declare any personal, business/governance interests on any item on the agenda NH declared is interest with his link to Sheffield Hallam which is mentioned in the Development Plan.	
4. Trust Board of Directors Minutes		
4.1.	To approve the minutes of the Board meeting held on 26 th June: SS - P52 & P53 it is confusing how votes are recorded and should read 7 in favour 0 opposed. Action – Clerk to amend minutes - Completed	Completed
4.2.	Review of Action Tracker The outstanding actions on the tracker were reviewed and updated.	
5. Strategic Business Plan		
This item to be discussed at the TBoD meeting in September.		
6. Monthly reports on Financial management accounts		
Report for May & Report for June The budget reports for May & June had been shared with the TBoD prior to the meeting and the CFO asked for questions. There were no questions relating to May’s report. CS stated that compared to May, June’s report is showing a healthier outturn. CS also explained the invoicing process resulting in additional money showing in the budget. SB raised a query relating to % spend on staffing in the June report at 6.2 and wondered if this is part of the Headteachers management. CFO stated that value for money is what we expect Headteachers to achieve. A discussion followed relating to % spend and external factors impacting on budgets.		

JC queried the reserves at 6.58% and CS explained the figures in the report **JC asked about the need to review the setting of ‘reserve levels’**. A lengthy discussion followed relating to financial targets and challenges faced ensuring targets are in line with DFE guidance. Auditors have not highlighted this as an issue but it does throw up some questions.

JC stated it would be good for the A&F committee to look at this.

Further discussions took place about the surpluses in schools and the reserves levels.

All agreed more analysis needed to decide if a higher threshold is needed.

RP asked if Nexus is still waiting for confirmation on ‘Out of Authority income’ and how long this waiting period could be.

CEO stated that some resolution should be agreed by Friday relating to Kelford but in relation to Hilltop the issue was only picked up Feb/Mar so Nexus is not ready to put down the baton yet.

CEO gave an explanation as to why Kelford budget information currently looks poor. A discussion followed relating to ring fenced central reserves and how it would not be appropriate to transfer central underspend to central cash reserve funds.

SB asked what would Nexus do with the underspend?

CEO confirmed Nexus would keep it as a central team surplus to help with the staffing budget next year.

CEO gave information relating to additional funding which schools will now receive

Chair asked which school has retained their School Business Manager?

CEO confirmed Pennine View

Discussion followed relating to business managers and work and capacity to be compliant with the financial handbook.

Chair thanked CS for all of her hard work and the CEO thanked directors for their support during a challenging year.

7. Budget Setting 2019/20

7.1

CEO explained that Craggs information is not included in the report as they are still a maintained school but gave verbal information relating to the pressures due to 2.75% teachers’ pay rise.

CFO talked through the report and asked for questions

SB asked about the predicted outcome stating that half of this comes from one school.

CEO explained that Abbey school is exploring various curriculums which would cost an additional £50k potentially. There could be a £60k charge to relocate some trees as part of the road improvement.

A discussion followed relating to tree surveys, Condition Improvement Funding as well as options to extend the boundaries to the school. There is a risk the funding may have to be paid back due to the potential changes in the plans.

CEO stated Nexus expects the Hilltop financial position will get better due to commitment for additional funding from LA commissioners for pupils placed next year. The school will be in a position to repay the cash injection provided.

<p>SS asked if there should be something that shows the cash injection within the budget information? CFO explained that the repayment will be made before August so it is not included in the budget setting. SB stated that due to improved scrutiny Nexus will be in a better position to see any potential issues. RP explained the budget setting process at Hilltop and stated she has every confidence in the information provided due to the increased scrutiny.</p> <p>All Directors agreed the budget.</p>	
<p>8. School & Central Budgets</p> <p>Discussed in items above</p> <ul style="list-style-type: none"> 8.1 Abbey School 8.2 Craggs School – this was included in the agenda by error as Craggs aren't in the BFRY3 8.3 Hilltop School 8.4 Kelford School 8.5 Pennine View School 8.6 Central Budget 	
<p>9. BFRY3</p> <p>CS explained what BFRY3 was, the approval process and talked through the figures being submitted to the DfE. CS informed Directors that Nexus have been advised to set up a new chart of accounts for next year and that HCSS are proving support at an additional cost.</p> <p>All Directors agreed to the BFRY3</p> <p>A discussion followed relating to the VAT system error and CS stated in future there will be robust reconciliation in place.</p> <p>Chair asked about the fraud email sent to the CEO. CEO gave background information relating to an email from a cloned account and stated it had been reported to the police Fraud Squad and Barclays bank. The payment was not made and guidance has been sent to all Headteachers requesting they ask for verbal clarification prior to paying any invoices.</p> <p>PC asked if the CEO / CS are satisfied steps have been taken so this will not happen? CS confirmed Nexus have systems in place to stop this happening and explained what the systems are.</p> <p>CS left the meeting at 18:07pm.</p>	
<p>10. Nexus growth timeline</p> <p>Two documents have been provided, one from the CEO and one from the Chair. The Chair explained the purpose was to map out who is coming on board and when and also includes historical information.</p> <p>Background information was provided relating to how schools joined the academy with full details of the schools joining and the timeline. Heatherwood and Coppice will join in the autumn</p>	

Becton currently looking to join in spring but could be earlier. Due to uncertainty of funding Becton will not become an associate school.

The Chair stated that given the Board needs to be looking through budgets and performance dashboards it needs to look at how to manage this given the MAT growth (ie how to maintain accountability and curiosity with double the schools).

CEO responded that the narrative around the four academies is now more refined and succinct, and the only detailed discussions held this year are due to unusual circumstances at Hilltop and Kelford regarding funding.

SS feels that if the board identifies a vulnerability it will have to have additional meetings. JC stated it is through monitoring the school improvement plan and performance dashboard that the board will know the academies in detail, the plans for improvement in addition to ensuring the MAT is having an impact.

CEO confirmed he will continue to report into the Board in whatever format they request.

SS informed the group that the A&F committee have a work plan with a timeline and that approach might be helpful for the board. There are pinch points where issues / initiatives arise that will require additional meetings - for example meet with auditors.

Chair clarified he just wanted to make the Board aware of the growth and the work involved.

A discussion followed relating to size of the MAT and financial growth and the need to plan for the growth.

Chair stated the MAT may be in a position in the next 12 months where we are asked to sponsor a school in need of improvement and JC stated that Nexus’ direction of travel will give us capacity to do this.

PC asked if we need to revisit the central management team and their work?

CEO confirmed that some of this is covered in the proposed structure, but that it requires more thought. A discussion followed relating to sponsorship of schools and merger and acquisitions.

11. Board Development / CPD

Papers distributed at the meeting.

Chair explained that the development initiatives had a termly focus with half day slots and a Board review at the end of the year.

CEO informed directors that every year all governance bodies in the MAT undertake a self-evaluation and suggested a Board peer review next year to look at skills and how it undertakes its business.

JC stated that the range of initiatives was good and pointed out a recent letter from Ofsted to DfE indicating the one key thing a MAT should do is more evaluation.

A discussion followed relating to knowledge needed to work as an effective board. One of the key duties of the board is to set the vision and strategies.

CEO made an observation that the program should be shared by people in the role. Directors are constantly under pressure for time and therefore advocated additional developmental meetings to be scheduled outside of the Board. His advice would not just be a half day per term initiative but would be to spend time to understand ‘collective efficacy’ over the next year.

JC stated he feels in this period of growth we need to be able to get on and do and this concept gives us a way to move forward.

Next steps

<p>Chair proposed in autumn, spring and summer for one full day or two half days with a professional facilitator which is planned in early. CEO stated each Board meeting over the year could focus on 'collective efficacy' but we need expert advice.</p> <p>A discussion followed relating to relevant experience of the board and what experience is needed to be an effective board.</p> <p>PC asked about safeguarding and if the Board need someone on the board with a lead on this matter although all directors should be mindful on safeguarding. CEO stated masterclasses could be put in place to deliver directors' needs.</p> <p>All agreed to 'collective efficacy' training in the autumn and a review of the board in June / July next year.</p> <p>Action - CEO to source a facilitator to work with the board for 2 half days and also look at some good models of boards self- review.</p> <p>A discussion followed relating to peer review and timelines.</p>	<p>CEO 25/19/19</p>
<p>12. Annual Safeguarding Statement of Assurance</p>	
<p>All have read report prior to meeting.</p> <p>PC gave background information, explaining this was the first safeguarding annual report to come to the Board and was a means to formalise directors' responsibilities around safeguarding. PC pointed out the report gave a positive picture with recommendations to be considered. He believed it would be good to meet with Headteachers and to go into schools to talk through some of the safeguarding issues.</p> <p>SB asked about future liaison with the LGB safeguarding link governor.</p> <p>PC stated that some of the problem is around having a a reflective discussion without it being a full meeting.</p> <p>CEO stated there is more value in meeting with Headteachers who have responsibilities for safeguarding rather than link governors who provide a check and balance approach.</p> <p>JC informed the TBoD that when the report was presented to Standards he thought it was one of the best papers presented and was very positive and would like to see this in other areas as it was very helpful.</p> <p>Chair queried the Section 11 plan and asked are these ever pulled together to see all of the actions each school.</p> <p>CEO confirmed Nexus obtains some of the information from the external safeguarding report and PC advised this will also come from the meetings with the Headteacher.</p> <p>All approved the report with the minor changes below.</p> <p>Action - CEO to make grammatical changes in the Annual Safeguarding Statement of Assurance report on p2 and p4.</p>	<p>CEO 25/09/19</p>
<p>13. Appointment of LGB Chairs for Abbey and Kelford</p>	
<p>CEO proposed the appointment of Pamela Smith as chair of Kelford School LGB.</p> <p>All agreed</p> <p>CEO informed the group of Alison Warner chair of Grenoside who is well regarded and</p>	

<p>has expressed an interest to be chair of Abbey School LGB. CEO need to confirm her interest and follow up. Action 1 – CEO to contact Alison Warner to confirm her interest of becoming a chair at Abbey School LGB CEO informed the meeting that he had sent a letter to Caroline Firth with flowers on behalf of the trust thanking her for her service as a governor at Kelford School LGB. Action 2 – Chair to write a letter on behalf of the Board thanking Caroline Firth for her service.</p>	<p>CEO 25/09/19</p> <p>Chair 31/08/19</p>
<p>14. Policy Review</p>	
<p>All had received report prior to meeting. CEO explained the Governance Handbook had been amended with no major change. Pay policy had been updated to reflect leadership roles and pay. All agreed to accept policy changes as per the report.</p>	
<p>15. Central Staffing Structure</p>	
<p>Papers were tabled at the meeting.</p> <p>CEO provided background information regarding the proposed structure which includes the re-designation of one role and talked through the proposed changes in detail. The CEO gave further information relating to term time contracts proposing central team staff move to 52-week contracts and also proposing an additional trust engineer role. The Chair and Vice Chair reported they had consulted with HR relating to the proposed changes.</p> <p>A discussion followed relating to CEO capacity and long term sustainability. All directors feel they have a duty of care to CEO and were concerned there were too many direct reportees. PC stated this has made him realise that Nexus operates as a lean organisation and pointed out a potential future requirement for an additional senior management post – eg Chief Operating Officer.</p> <p>Action – CEO to bring a revised model in September.</p> <p>All Directors agreed to the proposals re: the structure and the change to 52 week contracts for central Trust staff.</p> <p>CEO explained the current arrangements for cover in an emergency and advised directors he will develop a business continuity plan.</p>	<p>CEO 25/09/19</p>
<p>16. Any other urgent business</p>	
<p>16.1. Proposed Director The Chair informed the Board that Helen Bellinger would like to become a director. All agreed that the Chair, JC and PC would arrange to meet with Helen to discuss further. Action Chair, JC and PC to arrange meeting with Helen Bellinger.</p>	<p>Chair/JC/PC 31/08/19</p>

16.2. Letters sent to schools JC stated the 'end of year' letters sent out from the CEO were stupendous and wanted the thank the CEO for writing the letters. JC also informed the group of a recent visit to Landmarks stating is a really good educational base and asset to have links with.		
17. REVIEW OF RISK		
To consider any new risks identified during the meeting for referral to Audit & Finance Committee		
18. CONFIDENTIALITY		
To consider the confidentiality of any items discussed during the meeting.		
13. DATES OF NEXT MEETINGS		
Wednesday 25 th September 2019	17:00 – 19:30	Kimberworth CC
Wednesday 23 rd October 2019	17:00 – 19:30	Kimberworth CC
Leadership Summit Wednesday 20th November 2019	16:00 – 19:00	The Source, Meadowhall
Wednesday 27 th November 2019	17:00 – 19:30	Kimberworth CC
Wednesday 18 th December 2019	17:00 – 19:30	Kimberworth CC
Members AGM Monday 20th 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 9th June 2020	16:00 – 19:00	The Source, Meadowhall
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		25/09/19