

**Trust Board of Directors Meeting**  
**Wednesday 15<sup>th</sup> August 2018 at 17:00 – 19:30**  
**at Nexus HQ, 1st Floor, Unit A06, Magna 34 Business Park,**  
**Temple Road, Rotherham, S60 1FG**

**OUTSTANDING ACTIONS**

Agenda Ref:	Actions	By & Target Date
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? Chair to highlight key messages to take to the Forum <b>21/03/18</b> Next forum meeting on 16 <sup>th</sup> May 18. <b>25/07/18</b> will be added to review & evaluation taking place over summer	<b>AC</b> <b>26/09/18</b>
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? <b>25/07/18</b> will be added to review & evaluation taking place over summer	<b>AC</b> <b>26/09/18</b>
7.1 21/03/18	Trust Board of Directors to report on - DM invited Directors to visit Craggs. Please contact DM to visit. Craggs School newsletters to be forwarded to the Clerk who will circulate to Directors. <b>25/07/18</b> – Action for September for all schools – requested by Directors. <b>01/08/2018</b> – Email sent to all school HTs & BM to establish best way forward for each school. Abbey School: All information goes onto Twitter account they do not produce a newsletter, Hilltop produce a monthly newsletter that is published on their website & facebook page	<b>Clerk</b> <b>26/09/18</b>
4 26/06/18 Action 1	Nexus MAT Governance Arrangements - AC to consolidate information from Wheel exercise to highlight areas to be addressed in future. <b>25/07/18</b> Consolidated wheel being developed, Values & Commitment are the strongest other areas all very similar in the middle range, bottom is communication. JC developing a brief paper on communication. This area will be added to review & evaluation taking place over summer	<b>AC/JC</b> <b>26/09/18</b>
4 26/06/18 Action 2	Nexus MAT Governance Arrangements – Task group to meet & discuss. <b>25/07/18</b> will be added to review & evaluation taking place over summer	<b>AC</b> <b>26/09/18</b>
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 <b>25/04/18</b> 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. <b>23/05/18</b> 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	<b>AC/JC</b> <b>26/09/18</b>
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. <b>25/04/18</b> JC - Work in hand & ongoing. <b>23/05/18</b> timescale set was very tight so target extended to September. Is a communication plan the kind of work that a Director should be	<b>JC</b> <b>26/09/18</b>

	undertaking? Need separation of duties between role of Director & Management	
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. <b>23/05/18</b> Staff getting to know new system, will look at reporting over summer. Training for Directors to be arranged in September	<b>CFO/DCFO 26/09/18</b>
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.	<b>CFO 26/09/18</b>
4.2 25/07/18 Action 2	Nurturing Talent and Added Value of Trust – DM to look to see if an area could be added into the dashboard around school's engagement in opportunities beyond the curriculum	<b>DM 26/09/18</b>
7.4 25/07/18	Nexus MAT Collaborative School Improvement Framework - Directors asked for wording "Delivery Plan" to be removed and changed to Framework	<b>DM 26/09/18</b>
9 25/07/18 Action 1	Nexus MAT Board Position Paper - Directors are asked if they have further thoughts on the above to email the Chair	<b>All Directors 26/09/18</b>
9 25/07/18 Action 2	Nexus MAT Board Position Paper - Many MATs have already undertaken the growth that Nexus is about to undertake. Can any Directors attend other larger MAT Boards to look at different practices?	<b>All Directors 26/09/18</b>
9 25/07/18 Action 3	Nexus MAT Board Position Paper - If the Trust identifies an area of development the NGA development programme gives opportunities to receive input from other MATS & will provide CPD development.	<b>Task Group 26/09/18</b>
11.1 11.2 25/07/18	Changes to membership & roles & responsibilities Nexus documentation and websites to be updated accordingly	<b>CEO / Clerk 26/09/18</b>
11.4.2 25/07/18	At Kelford Parent & Carers Day, parents had requested to meet parents from other Nexus schools? What funding does the Trust have available for good will projects? Executive to address the issue & consider	<b>CEO 26/09/18</b>
13.1 25/07/18	To consider any area new risks identified during the meeting that need referring to the Audit & Finance Committee - CFO to add the risk of ring-fenced reserves to the register	<b>CFO 26/09/18</b>
6.2 15/08/18	CFO to clarify Affordability Payment in the PFI Due Diligence report	<b>CFO 26/09/18</b>
7 15/08/18 Action 1	CEO to add meaning of added capacity in the Dashboard Report	<b>CEO 26/09/18</b>
8 15/08/18	CEO to write to all teaching staff informing them of agreement for pay increase in line with national pay and conditions.	<b>CEO 26/09/18</b>
9 15/08/18 Action 2	In light of recent judgement regarding exclusion, CEO to get a view from JW and DM	<b>CEO 24/10/18</b>
4.2 25/07/18 Action 1	Nurturing Talent and Added Value of Trust - CEO to arrange a presentation in Autumn Term from Steve Barton.	<b>CEO 28/11/18</b>
6.8 25/04/18	Medium Term Financial Plan - It was requested that at the next meeting that financial figures regarding the impact of the Free School Project on	<b>CFO 30/01/19</b>

	Nexus are presented – this will be included in the challenge meeting where the Medium Term Financial Plan will be presented 15/08/18 – Agreed to defer until January meeting to allow for decisions to be made regarding schools expressing an interest in joining Nexus	
7 15/08/18 Action 2	Review of Dashboard to be put on Trust Board Agenda in January	<b>Clerk 30/01/19</b>

## COMPLETED ACTIONS

Agenda Ref:	Actions	By & Target Date
6.2 21/03/18 Action 3	Craggs Due Diligence - Page 10 Why N/A? Will change to none rather than N/A	<b>Completed</b>
6.6 21/03/18	2017/18 Strategic Business Plan - It was felt that action from the Gender Pay Gap report should also be included	<b>Completed</b>
9 15/08/18 Action 1	Clerk to send Exclusion and Behaviour policies to Directors 03/09/18 Documents circulated	<b>Completed</b>



**Trust Board of Directors Meeting**  
**Wednesday 15<sup>th</sup> August 2018 at 17:00 – 19:30**  
**at Nexus HQ, 1st Floor, Unit A06, Magna 34 Business Park,**  
**Temple Road, Rotherham, S60 1FG**

**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	Director / CEO Nexus MAT	CEO
Steve Booth	Director	SB
Sue Shelley	Director	SS
Peter Castleton	Director	PC
Ray Palmer	Director	RP
Catherine Hall	Director	CH

**Also Present:**

Diane Hyner	Clerk Nexus MAT	DH
Tracey Brooke	CFO Nexus MAT	CFO

**Apologies:**

Rachael Potts	Director	REP
David McNaught	Advisor to Trust	DM

<b>1. WELCOME &amp; APOLOGIES FOR ABSENCE</b>	
1.1	To receive apologies for absence REP & DM AC welcomed Ray Palmer to the Board and introductions were made.
1.2	To accept apologies for absence Apologies were accepted.
<b>2. ITEMS OF URGENT BUSINESS</b>	
2.1	Chair to determine any items of urgent business to be considered
2.1.1	Exclusion Policy
2.1.2	HR update
2.1.3	Prospective new Director
2.1.4	19 to 25
2.1.5	NGA course
2.1.6	Induction
2.1.7	Wheel
<b>3. DECLARATION OF INTERESTS</b>	
3.1	Individual Directors to declare any personal, business or other governance interests on any item on the agenda SB and WC declared an interest re Item 8 Executive Pay
<b>4. TRUST BOARD OF DIRECTOR NOTES</b>	
4.1	To approve the minutes of the following Board meeting: Minutes from Trust Board of Directors meeting held on 25 <sup>th</sup> July 2018 The minutes were approved & signed
4.2	Matters arising from the minutes There were no matters arising
<b>5. FEEDBACK FROM BHP TRUSTEE TRAINING</b>	
<p>SS and SB provided feedback following their attendance at a recent Trustee Training Seminar facilitated by BHP. The slides presented at the workshop had been distributed for the Trust board to read. A discussion followed relating to liabilities and limited liabilities of Trust Boards and the Articles of Associations (A of A) and the need to reference the A of A when recording decision making.</p> <p>There is a duty to maximise assets not liabilities using positive behaviour and should always ask how we can be more effective. Board members can be paid for providing additional services.</p> <p>SS queried if we published information on expenses CFO confirmed they expenses are published in the accounts</p> <p>A discussion followed relating to delegating work to sub committees but agreed this does not delegate responsibility. The Trust Board has a liability for decision making and it is prudent to record why someone would not agree with a decision.</p>	

SS stated if you do not agree with the collective vote there is an expectation you would resign prior to the result being recorded. You would record numbers not names following a vote.

RP gave examples relating to collective agreements.

A discussion followed relating to publishing minutes, what message should be published from the Chair and when decisions are documented, how these deliver our objectives.

We need to think when looking at of Reserves and how we determine the level of the breakdown as once it is in accounts that is what we have to abide by.

Do we need to change the reserves policy?

CFO confirmed in the accounts it describes the pots but not amount  
Finance Committee to pick up work around reserve pots.

A discussion followed relating to categorisation of reserves and that the reserve pots are right for what we want.

SS informed the group about a new law that relates to charities which we do not fall into around fund raising reporting but in terms of good practice we should be showing what strategies we have and how we protect vulnerable people from pressure to give.

SS stated that she is aware the CFO always submits financial returns on time but that everyone needed to be aware that if a return is submitted late the record will be held for 5 years.

CFO informed the group that in future there will also be a charge for late returns.

Are the new insurers providing training?

CFO confirmed they are looking at this and will provide training

## **6. CRAGS COMMUNITY PRIMARY SCHOOL**

### **6.1 Due Diligence Update Report**

Decision about formally agreeing for Crags to join Nexus. CEO recirculated Due Diligence Assessment.

Key gap was PFI specific questions, Wrigleys response is detailed with a degree of technical language used but I understand broad strokes of this. Standard PFI contract in place which carry some risks. LA can make changes and funders can make changes but same as if the school stayed in the LA. In terms of affordability Crags clear view is it is affordable. We have lived through an extreme period of austerity and Crags have made it through without any major issues therefore can continue to afford.

If Directors are still not sure with the response from Wrigleys, we have agreed a further date for Wrigley to attend a meeting on the 4<sup>th</sup> Sept to answer any further questions. CFO we have circulated answers from LA and having looked at both reports I am no more worried than before. I feel more assured about the affordability payment from the LA who have sent me information about how it all works.

<p>CEO recommendation is that this isn't a barrier to the conversion and we should carry on with the journey for join Craggs to Nexus</p>	
<p>6.2 Craggs Due Diligence PFI Questions          Chair asked for questions relating to the report.          CH in relation to community use (p13), why wouldn't we have community use?          CEO confirmed at the time of building there was a requirement to provide a community room which has now been converted to EYFS provision.          CH on (p11) it states the Trust will be liable to pay the LA for staff lunches?          CFO confirmed Craggs staff do not have meals          SB on (p8) in future Nexus will be invoiced and not Craggs?          CEO stated Craggs governors will be removed and the Trust will have responsibility          SB queried how much a year will we pay in terms of the PFI contract?          CFO 446k per annum          SB this will go in the balance sheet?          CFO there will be an affordability payment but this one is off balance sheet          CFO to clarify Affordability Payment in the PFI Due Diligence report          SS (p25 q8) I have read this several times and I still do not understand it          CFO confirmed it is a liability we may have to take account of          SS is this within the figure?          CFO confirmed yes it is          CEO stated this is around the legal liability rather than the financial          PC stated he still have some queries about the site and his worry is the unknown unknowns, something of which we are currently not aware          CEO stated for the current schools we would still have liability but we would be able to go back to the LA. Discussed peppercorn agreements. It would be the same in this instance. There would be legal investigation into this survey.          PC we haven't asked the question of the solicitor about what if. We have some assurances but we do not have a secure legal opinion.          CEO feels this is answered in the contingent liability response.          RP (p9) there is a payment made of 446K, with 209k paid back, where does the balance come from?          CFO confirmed whatever the mortgage payment is we get back, and 209k is affordability funding which is for services provided          JC asked about the contingent liability i.e. catering. If we didn't like the current providers and look to use different caterers would we have to pay twice?          CFO confirmed we would</p> <p>VOTE followed with a proposal the Board agree for Craggs to join nexus taking into account all of the due diligence reports</p> <p>7 agreed          1 abstention (due to first meeting attended).</p> <p>CEO confirmed the next steps will be for the DfE to provide all of the documents for signing with a view to Craggs joining on the 1<sup>st</sup> Oct. This may be delayed due to RMBC working with 6 different solicitors.</p>	<b>CFO</b>
<p><b>7. NEXUS MAT DASHBOARD</b></p>	
<p>CEO explained the Dashboard had been submitted to the Standards Committee and talked through the Dashboard giving examples.</p>	

The Dashboard has been in development since September since Learners First came to work with Nexus and they brought examples of the Dashboard from another MAT, who are working on a 10 point scoring system which the CEO did not feel was right for Nexus.

Nexus looked at what Ofsted would want as part of their inspection criteria and had conversations with them and agreed working with Headteachers agreed the 6 areas including the 4 Ofsted headings. In addition, KPI's have been included in the Dashboard. Headteachers will make a judgement regularly about where they are. A discussion followed relating to governance and site safety and that there will be additional KPI's looking at this.

CEO stated this should give us a meaningful insight into school so we can see strengths and weaknesses. The Headteachers have been really honest with their self-assessments.

CH stated it is a fantastic way of looking at all 5 schools and gives us the opportunity for key lines of enquiries and gave examples.

PC feels this is such a helpful tool but it is built around self-assessment and we need to have confidence in the judgements that are being made and how do we triangulate this so we have evidence that confirms the information.

CEO confirmed we have just agreed the Collaborative Improvement Framework and we also have governing bodies who will test this and we have had external review.

RP queried if this is completed once a year

CEO confirmed it will be 3 times a year

JC feels this has the potential to give us a really quick look at what is happening in schools but it is having confidence with this and what would enhance this is if there was a second document with a brief description of process. This would give us an insight into the reasons for the judgement made by the Headteacher.

CEO stated that the School Improvement Framework, LGB minutes, Reviews and Reports would give us confidence in the information.

AC commented that the Dashboard is good and is what Nexus should have but we should have date stamps on this so we know when judgements were made.

A discussion followed relating to added capacity.

AC asked if the meaning of added capacity could be put clearly in the report.

A discussion followed relating to the when the Dashboard should be presented to Directors.

JC stated that there is a collection of readily accessible data and the Dashboard is an item on the Standards Committee agenda before coming to the Board.

CEO confirmed committees report into the Trust Board and this could come as an appendix to his report.

SB stated he would like to see this report more often

CFO confirmed in terms of having this report more often and in terms of visibility it could be on governor hub

A discussion followed relating to hyperlinks and fully automated report. CEO confirmed that IB has been tasked to look at this as a priority for next year so we have a fully automated dashboard.

A discussion followed relating to the need for challenge around this report.

SB stated that we have a responsibility to challenge work

JC confirmed that as a member of standards I would love to hear the questions from other sources

**CEO**



<p>A discussion followed relating to membership of Standards Committee and Trust Board. CH feels if this is available for all to read, you can send questions to Standards, then this board has fresh eyes to see the bigger picture.          CEO conformed if Directors send questions they will come through the executive and be recorded          AC requests that a Review of the Dashboard is put on the agenda for discussion in December.</p>	<b>Clerk</b>
<b>8. SCHOOL TEACHER PAY &amp; CONDITIONS AND EXECUTIVE LEADERSHIP PAY AWARD 2018-2019</b>	
<p>IT was agreed that there was no reason for SB and WC to leave the meeting.</p> <p>CEO gave background information to the proposed changes and asked for Directors to agree increase in salaries of Teachers and Executive Leaders in line with school teacher pay and conditions.</p> <p>SS asked is this to keep it in line with previous agreements and do we have the funding? A discussion followed relating to teachers pay and the CFO explained that the increase will be fully funded from DfE. The executive leader pay increase will not be funded.</p> <p>A vote followed          7 Agreed          1 Abstention (due to first meeting attended).</p> <p>CEO to write out to all staff informing them of decision.</p>	<b>CEO</b>
<b>9. ANY OTHER URGENT BUSINESS</b>	
<p>9.1 To consider any other urgent business agreed by the Chair</p> <p>9.1.1 Exclusion Policy - PC gave information relating to a report of a judgement following an appeal from parent whose child suffered ADHD and had been excluded from school. PC wondered if we had an exclusion policy and if so are we compliant? CEO confirmed the Nexus exclusion policy is based on the DfE model in relation to special schools and we have very inclusive practices in Nexus.          A discussion followed relating to examples of exclusions covered in the media and the need to take positive action.          CEO stated he feels this is covered in the Exclusion and Behaviour policy.          PC feels we need to re-visit this.          JC gave examples of why we need to be forearmed and forewarned.          CEO stated the Clerk will send exclusion policy and behaviour policy          For October agenda in light of judgement CEO to get a view from JW and DM</p> <p>9.1.2 HR update – WC informed Directors some HR concerns he is managing.</p> <p>9.1.3 CEO gave information about a prospective new Director following a discussion with Sheffield Hallam University stating one person has been put forward for consideration.</p> <p>Nexus is looking at recruiting 4 or 5 new governors following a number of people expressing an interest in response to an advert for governors.</p>	<b>Clerk CEO</b>

<p>9.1.4 19 to 25 - Richard Webster is to explore opening a new provision from Sept 19 for 19 to 25-year-old. CEO stated that RW is taking legal advice at this stage with a formal project management.</p> <p>9.1.5 NGA course - JC is completing a Chair and Vice Chair course with a requirement to shadow another board meeting and another person on the course to attend a Nexus Trust Board meeting to observe. JC requested agreement from Directors for this to happen. All agreed.</p> <p>JC went on to say there is an opportunity for board development which would involve NGA recruiting a mentor to work with the board who would analyse strengths and weakness. It would be worth 2 days of consultancy and completion of an appraisal. All agreed – JC to pursue and to send information to Directors</p> <p>9.1.6 Induction- AC has been working on an induction plan and presented it in meeting. The plan is put together in a staged process for induction of new Directors which Ray Palmer and Rachel Potts will be part of it. AC talked through the stages. CH stated you need to be explicit about safeguarding</p> <p>9.1.7 Wheel - AC handed out papers with the results of Wheel exercise which was led by an independent consultant. The report included areas to look at to take us from good to great. AC talked through the paper explaining scoring and looked at areas where we need to focus on.</p> <p>AC confirmed there was no need for the meeting arranged for the 4<sup>th</sup> September 2018 to go ahead.</p> <p>AC thanked CEO for his work as a Director. AC also thanked CH for her work as Director and CEO presented a gift. CH will remain as a Member.</p>											
<b>10. REVIEW OF RISK</b>											
<p>10.1 To consider any area new risks identified during the meeting that need referring to the Audit &amp; Finance Committee</p> <p>Crags PFI to be included as a risk at the next Audit &amp; Finance Committee meeting.</p>											
<b>11. CONFIDENTIALITY</b>											
<p>11.1 To consider the confidentiality of any items discussed during the meeting</p> <p>There were no items deemed to be confidential</p>											
<b>12. DATES OF NEXT MEETINGS</b>											
<p>12.1 Future Trust Board of Directors meeting dates:</p> <table data-bbox="113 1861 1082 2036"> <tr> <td>Trust Board</td> <td>Wednesday 26<sup>th</sup> September 2018 at 17:00 – 19:30</td> </tr> <tr> <td></td> <td>Kimberworth Children's Centre – Focus - Growth</td> </tr> <tr> <td>Trust Board</td> <td>Wednesday 24<sup>th</sup> October 2018 at 17:00 – 19:30</td> </tr> <tr> <td></td> <td>Kimberworth Children's Centre</td> </tr> <tr> <td>Trust Board</td> <td>Wednesday 28<sup>th</sup> November 2018 at 17:00 – 19:30</td> </tr> </table>		Trust Board	Wednesday 26 <sup>th</sup> September 2018 at 17:00 – 19:30		Kimberworth Children's Centre – Focus - Growth	Trust Board	Wednesday 24 <sup>th</sup> October 2018 at 17:00 – 19:30		Kimberworth Children's Centre	Trust Board	Wednesday 28 <sup>th</sup> November 2018 at 17:00 – 19:30
Trust Board	Wednesday 26 <sup>th</sup> September 2018 at 17:00 – 19:30										
	Kimberworth Children's Centre – Focus - Growth										
Trust Board	Wednesday 24 <sup>th</sup> October 2018 at 17:00 – 19:30										
	Kimberworth Children's Centre										
Trust Board	Wednesday 28 <sup>th</sup> November 2018 at 17:00 – 19:30										

Trust Board	Kimberworth Children's Centre – Focus - Communication Wednesday 19 <sup>th</sup> December 2018 at 17:00 – 19:30 Kimberworth Children's Centre
Trust Board	Wednesday 30 <sup>th</sup> January 2019 at 17:00 – 19:30 Kimberworth Children's Centre
Trust Board	Wednesday 27 <sup>th</sup> February 2019 at 17:00 – 19:30 Kimberworth Children's Centre
Members AGM	Tuesday 12 <sup>th</sup> March 2019 at 17:30 – 19:00 Nexus Headquarters
Trust Board	Wednesday 27 <sup>th</sup> March 2019 at 17:00 – 19:30 Kimberworth Children's Centre
Trust Board	Wednesday 1 <sup>st</sup> May 2019 at 17:00 – 19:30 Kimberworth Children's Centre
Trust Board	Wednesday 22 <sup>nd</sup> May 2019 at 17:00 – 19:30 Kimberworth Children's Centre
Trust Board	Wednesday 26 <sup>th</sup> June 2019 at 17:00 – 19:30 Kimberworth Children's Centre
Trust Board	Wednesday 24 <sup>th</sup> July 2019 at 17:00 – 19:30 Nexus Headquarters
Trust Board	Wednesday 14 <sup>th</sup> August 2019 at 17:00 – 19:30 Nexus Headquarters

### Minutes approved

CHAIR	SIGNATURE	DATE
ANDREW CHILD		26/09/2018