



**Nexus Board of Directors**  
**Wednesday 16th December 2020 5 - 7.30pm**  
**via MS Teams**

<b>Attendees:</b>		
Andrew Child	Director / Member & Chair of Trust Board of Directors	Chair
Gill Askew	Director	GA
Steve Booth	Director	SB
Peter Castleton	Director	PC
John Coleman	Director	JC
Naveen Judah	Director	NJ
Ray Palmer	Director	RPa
Rachel Potts	Director/Vice Chair of Trust Board of Directors	RP
Sue Shelley	Director	SS
<b>Also Present:</b>		
Warren Carratt	Chief Executive Officer	CEO
Joel Hardwick	Assistant CEO – Strategy & Partnerships	JH
Amy Hiley	Hart Shaw Accountants	AH
Hannah Jones	Hart Shaw Accountants	HJ
Catherine Sands	Chief Finance Officer	CFO
Emma Sheedy	Governance Clerk	Clerk
<b>Apologies:</b>		
Jacky Tattershall	Assistant CEO – School Improvement	JT

1. WELCOME & APOLOGIES FOR ABSENCE	ACTIONS
<p>1.1 Welcome &amp; receive apologies for absence</p> <p>Apologies were received from JT.</p>	
<p>1.2 To accept apologies for absence</p> <p>Apologies were accepted from JT.</p>	
2. ITEMS OF AOB	
<p>Chair to determine any items of urgent business to be considered.</p> <p>2.1. Prospective New Director</p>	
3. DECLARATIONS OF INTEREST	
<p>3.1. Individual Directors to declare any personal, business/governance interests on any item on the agenda</p> <p>RP declared an interest in agenda item 7.</p> <p>The CEO, SB, CS and JH declared an interest in agenda item 13. It was agreed parties would leave the meeting at the appropriate time.</p>	
4. TRUST BOARD OF DIRECTORS MINUTES	
<p>4.1. To approve the minutes of the following meeting:</p> <p>The minutes of the virtual Board Meeting held on 25<sup>th</sup> November 2020 were reviewed and agreed.</p>	
<p>4.2. Review of Action Tracker</p> <p>The outstanding actions on the tracker were reviewed and updated.</p>	
<p>4.3. Matters arising from the Minutes</p> <p>There were no matters arising.</p>	
5. ANNUAL ACCOUNTS	
<p>HJ provided an overview regarding the final accounts and explained all adjustments requested and NJ's queries had been addressed. HJ outlined the carry forward figure.</p> <p>HJ outlined the content of the Management Letter and discussion was as follows:</p> <p><b>The Chair asked of the duration of recommendations</b> and HJ advised until each item is resolved. HJ provided an overview of the 14 recommendations, which are rated medium to low.</p> <p><b>The Chair queried the recommendation regarding minutes</b> and HJ recommended ensuring there is enough detail included in the minutes to enable the end reader to understand the discussions during the meeting, and any outcome should be documented. This was noted by the Clerk.</p> <p>The accounts for the period ending 31<sup>st</sup> August 2020 were unanimously agreed by Directors and e-signing was agreed.</p>	

<p>The Chair thanked Hart Shaw for their efforts.</p> <p>[HJ &amp; AH left the meeting 17:16]</p> <p><b>The Chair asked of Directors views for any learning points</b> and SB commented on the short timescales but overall felt it was a more fluid process. SS commented on the timeliness of documents and lack of time to review, which RP supported.</p> <p><b>NJ commented on the remarkable position that Nexus is in, with the conclusion of previous recommendations, carry forward position and commended the CFO on her leadership and her team. The CEO also commented on the improvements the CFO has brought around due-diligence.</b></p> <p>The CEO proposed that Appendix 1 of the management letter is referred to A&amp;R Committee and each academies audit recommendation to the relevant Headteacher. This was agreed. <b>ACTION:</b> CEO to refer Appendix 1 to the A&amp;R Committee and each academies audit recommendations to the relevant Headteacher.</p> <p>At the CEO's request, the CFO kindly provided an overview of the audit adjustments. <b>RPa asked if there were any disagreements tabled at the meeting on the 9<sup>th</sup> December</b> and the CFO advised of none, due to the close working relationship.</p>	<p style="text-align: right;"><b>CEO 27/01/21</b></p>
<b>6. INTERNAL AUDIT – CONFIRMATION OF THE NEW PROVIDER</b>	
<p>The CEO provided an overview of the procurement process, coordinated by the CFO. RP and NJ were the Directors on the panel. Four providers were interviewed, with input from Directors and the CEO provided an overview of the strongest scoring provider. Directors unanimously agreed to the recommendation to appoint BHP as the Trust's new Internal Auditor.</p> <p><b>GA asked of how many bidders</b> and the CEO advised of four.</p> <p><b>PC queried implications for the Annual Accounts due to the separation of internal and external audit process</b> and the CEO advised no. <b>NJ added that A&amp;R Committee had made the decision to separate the internal and external auditors before it became a national directive.</b> <b>ACTION:</b> CFO to commission appointment letters.</p>	<p style="text-align: right;"><b>CFO 27/01/21</b></p>
<b>7. PROPOSED CONSULATION ON NON-TEACHING STAFF PAY RISE</b>	
<p>The CEO provided an overview of the consultation and discussion/challenge was as follows:</p> <p><b>SS queried what the 2% would have been spent on if not on non-teaching staff pay rise and where is the line drawn</b> and the CEO advised all are employed staff on school teacher/green book terms and conditions, the majority of partners are NHS staff so this would be aligned. Also, the CEO explained this had been factored in in May/June.</p> <p><b>JC queried thoughts regarding Staff aligning in a year or so</b> and the CEO explained the need for clear lines of communication.</p>	

<p><b>The Chair queried the figures included in the budget</b> and the CEO advised of 2.75% but there is risk the DfE would deem this decision as a mis-use of public money so 2% would be prudent.</p> <p><b>GA queried the anticipated response of the Unions</b> and the CEO outlined various scenarios.</p> <p>Directors unanimously agreed to consult with the discretionary pay award.</p>	
<p><b>8. STRATEGIC ANNUAL BUSINESS PLAN – UPDATE REPORT</b></p>	
<p>The CEO provided an overview of the Strategic Annual Business Plan and discussion/challenge was as follows:</p> <p><b>The Chair asked for an update on the flu vaccination programme</b> and the CEO explained the Trust are unable to obtain more. <b>SS also queried the low uptake</b> and the CEO was unclear on the reasons for this. <b>SS further queried Covid vaccines within the workforce</b> and the CEO advised he is consulting with HR on this.</p> <p><b>RP expressed interest regarding the Employee Opinion Survey</b> and the CEO asked the Clerk to share the relevant reports submitted to Standards in the Summer &amp; Autumn terms.</p> <p><b>ACTION 1:</b> Clerk to share the relevant reports submitted to Standards in the Summer &amp; Autumn terms.</p> <p><b>RP asked of the timescales for the Charitable Incorporated Organisation (CIO)</b> and JH explained about Oaks Consultancy's involvement and provided indicative timescales; application - mid-late January, business plan – February/March period with activity around Easter time. <b>The Chair asked of the TBoD's involvement with the CIO</b> and the CEO advised none as the CIO would be a separate entity with its own Trustee's. Linkage would be that the CEO may be appointed as the Chair of Trustees but this would require further discussion with the Chair. A lengthy discussion followed regarding the CIO and its objectives, with input from NJ. <b>SS asked what funds the CIO would have to show viability</b> and the CEO explained this is what Oaks Consultancy are advising on and would be included in the business plan. <b>JC expressed concern regarding any impact on the reputation of the Trust if the CIO is successful or not and SS queried how this may look to the voluntary sector</b> and the CEO re-iterated that the CIO would be a separate entity, with a clear Memorandum of Understanding (MOU) with Nexus if/when there were joint business ventures/interests. <b>RPa spoke about the need for due diligence</b> and the CEO explained this would be a wholly independent entity to Nexus. Following extensive discussion, it was agreed for further discussions to be held as the CIO work progresses.</p>	<p><b>CLERK 27/01/21</b></p>
<p><b>9. BUDGET MONITORING</b></p>	
<p>The CFO provided a verbal overview of the Budget Monitoring Report.</p> <p><b>SS queried item 4.2. of the report and expressed the need to pursue a formal complaint</b> and it was agreed for this to be discussed offline with NJ and GA.</p> <p><b>ACTION 1:</b> CFO to discuss the HCSS issues with NJ and GA offline and agree a way forward.</p>	<p><b>CFO/NJ/GA 27/01/21</b></p>

<p><b>SB queried the reserve %'s outlined in the October Consolidated Monitoring Report</b> and it was agreed for the CFO to address this offline and re-distribute if necessary.</p> <p><b>ACTION 2:</b> CFO to check reserve %'s outlined in the October Consolidated Monitoring Report and re-distribute if necessary.</p>	<p><b>CFO ASAP</b></p>
<p><b>10. INDEPENDENT SCHOOL – PROGRESS UPDATE &amp; RISK ANALYSIS</b></p>	
<p>The CEO provided an update following discussion at Chairs &amp; Vice-Chair Forum around the process and that a further update will be tabled at the January TBoD.</p> <p>JH provided an overview of the risk analysis, with input from SS and discussion/challenge was as follows:</p> <p><b>RP expressed concern around receipt of LA funding and commitment, particularly from Barnsley/Sheffield</b> and JH commented we should have more reassurance by January 2021.</p> <p><b>PC queried the communications plan being in place for January</b> and JH explained about the engagement with stakeholders but this would probably take place around the end of January 2021.</p> <p><b>SB asked if the LA might open an Independent School themselves</b> and the CEO advised he did not feel it would be achievable for September 2021.</p> <p><b>The Chair asked of anticipated placements for Sheffield</b> and JH advised 40/50.</p> <p>The CEO proposed that the January Board be devoted to this item.</p>	
<p><b>11. DRAFT ASSET STRATEGY</b></p>	
<p>JH provided an overview of the Draft Asset Strategy, which was reviewed and unanimously approved.</p>	
<p><b>12. POLICIES</b></p>	
<p>The CEO provided an overview of the Policy Update Report for the Recruitment &amp; Selection Policy, which was positively received by the Directors and unanimously approved.</p> <p><b>SS queried if any members of staff have suffered in-equality with secondment</b> and the CEO advised this has not occurred but a more structured approach is required going forward.</p>	
<p><b>13. CEO &amp; CFO APPRAISAL OUTCOMES</b></p>	
<p>[The CFO and JH left the mtg 19:08]</p> <p>13.1. CFO Appraisal Outcome There was a discussion, which due to confidentiality was agreed to be recorded separately in a Confidential Appendix.</p> <p>[The CEO and SB left the mtg at 19:14]</p>	

<p>13.2. CEO Appraisal Outcome There was a discussion, which due to confidentiality was agreed to be recorded separately in a Confidential Appendix.</p> <p>[The CEO and SB re-joined the mtg at 19:25]</p>		
<p><b>14. ANY OTHER URGENT BUSINESS</b></p>		
<p>14.1. Prospective New Director</p> <p>The CEO provided an overview of a prospective New Director and following discussion it was agreed for the Chair to make contact and the candidate would then be invited for interview with the Chair, PC &amp; RP. <b>ACTION:</b> Chair to contact the prospective New Director.</p>		<p><b>CHAIR ASAP</b></p>
<p><b>15. REVIEW OF RISK</b></p>		
<p>To consider any new risks identified during the meeting for referral to Trust Committees.</p> <p>There were no items deemed as a risk beyond those discussed in the risk register or covering reports.</p>		
<p><b>16. CONFIDENTIALITY</b></p>		
<p>To consider the confidentiality of any items discussed during the meeting.</p> <p>There were discussions at agenda items 13.1. and 13.2. which due to confidentiality was agreed to be recorded separately in a Confidential Appendix.</p>		
<p><b>17. DATES OF NEXT MEETINGS</b></p>		
<p>Members AGM Monday 18th January 2021</p>	<p>17:30 – 19:00</p>	<p>Venue TBC</p>
<p>Wednesday 27th January 2021</p>	<p>17:00 – 19:30</p>	<p>MS Teams</p>
<p>Wednesday 24th February 2021</p>	<p>17:00 – 19:30</p>	<p>Nexus Headquarters</p>
<p>Wednesday 24th March 2021</p>	<p>17:00 – 19:30</p>	<p>Nexus Headquarters</p>
<p>Wednesday 28th April 2021</p>	<p>17:00 – 19:30</p>	<p>Nexus Headquarters</p>
<p>Wednesday 19th May 2021</p>	<p>17:00 – 19:30</p>	<p>Nexus Headquarters</p>
<p>Wednesday 23rd June 2021</p>	<p>17:00 – 19:30</p>	<p>Nexus Headquarters</p>
<p>Leadership Summit Tuesday 29th June 2021</p>	<p>16:00 – 19:00</p>	<p>Crags Community School, Maltby</p>
<p>Wednesday 28th July 2021</p>	<p>17:00 – 19:30</p>	<p>Nexus Headquarters</p>

**Minutes approved**

CHAIR	SIGNATURE	DATE