



Nexus MAT Board of Directors Meeting Wednesday 27th April 2022 5 - 7.30 pm at Nexus HQ

Attendees:		
Andrew Child	Director/Member & Chair of Trust Board of Directors	Chair
Steve Booth	Director	SB
Peter Castleton	Director	PC
Naveen Judah	Director (Via MS Teams)	NJ
Rachel Potts	Director/Vice Chair of Trust Board of Directors	RP
Gillian Askew	Director	GA
Ray Palmer	Director	RPa
Also Present:		
Warren Carratt	Chief Executive Officer	CEO
Joel Hardwick	Assistant CEO – Strategy & Partnerships	JH
Jacky Tattershall	Assistant CEO – Quality Assurance & Improvement	JT
Barry-John Simmons	MAT Clerk	Clerk
Cath Sands	Chief Finance Officer	CS
Karen Smith	Chief Finance Officer (Designate)	KS
Apologies:		
Sue Shelley	Director	SS

1. WELCOME & APOLOGIES FOR ABSENCE	ACTIONS
<p>1.1 Welcome & receive apologies for absence</p> <p>The Chair passed on SS apologies.</p> <p>The Chair welcomed the new CFO designate KS to Nexus. KS gave a brief overview of her background.</p> <p>The Chair went on to thank and compliment CS on her fantastic work during her time at Nexus.</p> <p>RPa Joined meeting at 17:36</p>	
<p>1.2 To accept apologies for absence</p> <p>Apologies were accepted for SS.</p>	
2. ITEMS OF AOB	
<p>Chair to determine any items of urgent business to be considered</p> <p>The CEO asked for the following items to be raised:</p> <ul style="list-style-type: none"> ▪ Update on Rotherham high needs safety valve 	
3. DECLARATIONS OF INTEREST	
<p>3.1. Individual Directors to declare any personal, business/governance interests on any item on the agenda</p> <p>The Chair declared an interest in item 5.</p>	
4. TRUST BOARD OF DIRECTORS MINUTES	
<p>4.1. To approve the minutes of the following meeting:</p> <p>The minutes of the meetings held on 30 March 2022 were reviewed and agreed.</p>	
<p>4.2. Review of Action Tracker</p> <p>The outstanding actions on the tracker were reviewed and updated. All actions were reported as complete.</p>	
<p>4.3. Matters arising from the Minutes</p> <p>There were no matters arising.</p>	
5. DUE DILIGENCE – BEECH ACADEMY	
<p>The CEO updated on how the regional school's commissioner's advisory board had approved Beech to move to Nexus.</p>	

The CEO gave background details about Beech, highlighting how it is in a very similar position to Harlow, whereby the budget and full funding had been underutilised. The CEO described how Beech was based over two sites that required work and improvements. The CEO also mentioned it was between Requires Improvement and Good in terms of quality of education but that the Headteacher has a strong grip on pupil needs and Nexus involvement could quickly build on the current qualification success the school has achieved. The CEO discussed how staff were very excited and open to working with Nexus and recommended that the board approved a move from Evolve to Nexus with a September transfer target.

The Chair reiterated that the school needs fine tuning and the morale of staff building up, but that Nexus would be a very good partner to help move the school forward.

GA asked will it be difficult to attract staff? The CEO confirmed there was not a large amount of vacancies and was optimistic about recruiting, based on experiences at Harlow.

SB asked about the budget and where the money was being held for Beech and who was controlling it at present? CS shared that the money is being held by the Evolve Trust and explained the in-year balance and carry forward was being worked out.

SB asked whether the 3 year forecast projections from 2022 onwards were accurate? The CEO explained it is all indicative and depends on how much carry forward Evolve pass on to Nexus. However, the in-year income and current expenditure levels are accurate.

SB questioned if there was a line missing for 2021? CS explained how it was covered between the due diligence and the previous report.

RP asked about the safeguarding issues and whether the required actions would be completed before the school transfers over? The CEO reassured that they would be working towards this.

PC asked if the children in AP were being lost? The CEO gave an overview on pupils accessing AP and strongly advocated if it meets the child's need it should continue.

RP asked for clarification on the Headteacher being on rotation and wanted to check if the Headteacher was settled at Beech? The CEO conveyed how the Headteacher was deeply committed to Beech.

PC asked about the Health & Safety listed issues and whether will they be sorted before the conversion? The CEO assured they are quick fix but would provide an updated report at the June meeting on the outstanding Health & Safety actions.

ACTION: CEO

SB asked if not receiving split site funding was normal? The CEO confirmed it was not unusual and they would speak to the local authority further around this in the future.

Directors voted unanimously in favour of taking on Beech (The Chair abstained from the vote)

**CEO
29/06/22**

<p>PC clarified his in-favour vote was on the basis that issues discussed were addressed prior to conversion.</p>	
<p>6. 2021-2022 STRATEGIC BUSINESS PLAN UPDATE</p>	
<p>The CEO gave an overview across the board, whilst mentioning the positive impact of the B11 reviews and Nick Whittaker’s support regards OFSTED.</p> <p>JH explained the electric meter issue at Discovery and how it was not being fitted in the timescale expected, but that it should not affect opening. The CEO confirmed the school handover may move to July and gave a general update on the status of confirmed pupils and the new Head of School being in place.</p> <p>The CEO mentioned he has written to Highfields regards conversion to Nexus which was responded to by the Headteacher who was going to discuss with governors. The CEO also gave an update on talks with the Sheffield City Council regards possible partnerships for Heritage Park and Holgate Meadows.</p> <p>PC asked what would the support involve? The CEO explained this.</p> <p>RP commented that the talks sound very exciting but when will we get certainty on potential partnerships? The CEO explained how Sheffield City Council are currently discussing the process and how there would need to be a system change for Nexus to impact on the schools.</p> <p>GA asked whether the growth plan of possibly moving to between 20 and 30 schools by 2023 had considered carbon net zero regulations and economies of scale plans? The CEO explained that there is not a plan but that they have asked for funding to increase central team personnel/capacity to focus on these areas as they grow. JH also explained how sustainability and procurement will be built into tendering processes from now on.</p> <p>PC asked why the expansion plans discussed are all SEND based when the strategic intent was to also grow mainstream primary? The CEO explained that he didn’t disagree but explained that the time it will take to convert potential SEND schools will give space to look at mainstream schools too, and that the new posts starting in September have a specific brief to progress this.</p> <p>SB asked what financial impact there is on the size of Nexus and responsibility of directors? CS confirmed it is around of £2.5-3 million per school, on average</p> <p>The CEO went on to discuss how positive discussions with Executive Lead candidates were still ongoing after the role had been re-advertised.</p> <p>RP expressed disappointment on Maltby Academy giving notice on Redwood. The CEO explained the situation behind this and how they will aim to get space elsewhere.</p>	
<p>7. BUDGET MONITORING REPORT</p>	

<p>7.1. Feb Board Report</p> <p>7.2. Balance Sheet Feb 22</p> <p>7.3. Cash Flow Forecast</p> <p>7.4. Consolidated Monitoring</p> <p>CS gave an overview of the report mentioning the overall budget figure was more positive in February, with the majority coming from Abbey's direct revenue financing of a potential Pod coming up.</p> <p>CS shared the biggest highlight being the movement of reserve funds which was ratified in the Audit & Risk and previous Trust Board meeting and explained both why they had the levels of reserve and the movement of funds.</p> <p>RP asked was the amount of funding from the Schools Supplementary Grant (SSG) what they had expected? CS confirmed the amount received was what was expected.</p> <p>RP asked about the Hilltop swing in balance and what it was made up of? CS explained it was related to the secondment income for a member of staff going over to Harlow.</p> <p>PC asked how the current inflation and energy situation will it affect finances? CS explained they have inputted assumptions in the budgets related to energy costs and deficit payments and KS will test these moving forward.</p> <p>SB asked if the "increase" term on page 1 of the word document should actually read "decrease" ? CS said SB was correct and would change it "decrease". ACTION: CFO</p> <p>SB asked what the word virement referred to? CS explained that the word meant moving between budgets.</p> <p>SB asked about this year's carry forward figure shown on page 5 and how it was reached? CS explained how it was worked out.</p> <p>The Chair complimented CS on the comprehensive report.</p>	<p>CFO completed</p>
<p>8. REDUCTION IN DIRECTOR NUMBERS</p>	
<p>The Chair gave an overview of the succession planning options and further detail on the pipeline of 3 interested applicants.</p> <p>GA asked what will the Trust gain by having associate directors/advisors? The Chair explained they would gain expertise without associates having the responsibility of a full director and how they would aid succession planning.</p> <p>The CEO commented that if directors were paid there could be a significant distinction but there wasn't. The CEO also mentioned they would need to ascertain what current directors' intents are who are in their second term, as this would shape the narrative, as they currently have no succession planning and only end dates of directors' terms.</p>	

GA asked does succession planning of advisors actually work in this context? The CEO reiterated how they need certainty over what they need in the future.

PC expressed that he is uneasy about reducing director numbers whilst Nexus is in an expansion stage and asked whether 9 directors would fit the bill? The Chair also asked do we need more eyes as they grow? The CEO explained that the current 9 directors is still a big number of non-execs in terms of how the model works across other public sector set ups. The CEO also reassured the directors that as they grow there will be higher level reporting into the board.

PC asked what is the function of the board regardless of the number?

RPa commented that how in reality it was really difficult to attract directors and that they might be served better reducing the number rather than having continued vacancies as they are covering well at the moment with 9 directors.

RP asked how it will feel with more directors as they have never had 11 since she's been a director and questioned whether everyone's voice would be heard with larger numbers.

NJ expressed how he had changed his mind from option 2 to option 1 as he believed a large number will make it a more difficult process and dilute principles.

SB asked what control do we have over associate directors regards confidentiality? The CEO explained they would also have to comply to the code of conduct as with governors.

SB also mentioned that as they grow extra knowledge would help with associate directors and option 1 seemed the best fit to him.

PC gave the opinion that more voices and disagreements would be positive and they should approach a reduction in numbers with caution and that it would be better to have more visibility on what they actually do before agreeing to a reduction.

RPa suggested they look at option 1 with 2-year review on how it was working.

RP confirmed she feels the 11- director option would be more difficult to manage and how she was confident in utilising the executive leadership to help.

The Chair questioned whether committee numbers were catered for with model 1?

The Chair then proposed option 1 to reduce to 9 directors. The Chair said he would speak to directors coming up to term 2 to see if they are staying which would determine what they need in terms of director and associate directors.

GA asked why do they need to change to 9 in the articles of association and if they could keep it the same and still follow the 9-director option 1 model if they justified this?

The Chair agreed to keep the articles of association as 11 but move to 9 directors and get a chart of what they need before speaking to prospective directors / associates.

<p>The Chair asked if 2 or 3 directors would volunteer to meet a prospective candidate (Mark Greenwood). PC & RP agreed to meet him and the CEO will organise this. ACTION: CEO</p>	<p>CEO 25/05/22</p>
<p>9. ACADEMY COUNCIL IMPLEMENTATION PROPOSAL</p>	
<p>The CEO outlined and gave an overview of each of the 5 recommendations for the academy council implementation. The CEO further explained the difference between LGBs and Academy Council and mentioned how the Headteachers he had spoken to were all in favour of the proposed change.</p> <p>PC asked with regards to recommendation 1 should they include standards involvement? The CEO explained the boards would open for all directors to attend but that it wasn't a requirement.</p> <p>RP asked what was the link back to the Audit & Risk committee from a Health & Safety perspective. The CEO explained the new process would involve the CEO getting and looking at the reports before feeding information into Audit & Risk meetings.</p> <p>SB asked about the school's performance scrutiny boards and if they needed minuting. The CEO confirmed there were two new management boards which would not need minuting.</p> <p>RP commented that governors will need coaching on the new format and role.</p> <p>PC asked for clarification on why it was not a requirement rather than default for new schools to move to an Academy Council. The CEO explained during academisation it may take time and trust before moving to an academy council.</p> <p>SB commented on how he was really pleased with the new model for governance.</p> <p>Directors voted unanimously in favour of all 5 recommendations.</p>	
<p>10. POLICY REVIEW REPORT</p>	
<p>The board agreed to the proposed changes in the paper on policy review.</p>	
<p>11. PROPOSED 2022/2023 MEETING DATES</p>	
<p>The CEO confirmed they were following the same sequence as last year regards meeting dates.</p> <p>The Chair passed on thanks to the Governance Team and CEO for the detail.</p>	
<p>12. ANY OTHER URGENT BUSINESS</p>	
<p>RP asked if they should have more Directors meetings in schools? The CEO detailed how the central office was a better logistical base and that there would be cost implications</p>	

<p>opening schools late and how the directors wouldn't see the school in full operation due to the evening meetings.</p> <p>The Chair asked if the Rotherham Council high needs overspend had any impact on Nexus. The CEO explained the worst case would be more of the same regards the funds they expect and how longer-term Rotherham should be in a better position. JH also mentioned it may potentially open the door to work in partnership if any growth comes about from the changes.</p> <p>JT mentioned that Michelle Hill offered Phonics early reading training for directors and needed to arrange a time for the training. JT will go back to Michelle and send out potential dates for the training. ACTION: JT</p>	<p>JT 25/05/22</p>
13. REVIEW OF RISK	
No specific items raised.	
14. CONFIDENTIALITY	
No items were deemed confidential.	
15. DATES OF FUTURE MEETINGS	

Wednesday 25 th May 2022	17:00 – 19:30	Nexus HQ
Wednesday 29 th June 2022	17:00 – 19:30	Nexus HQ
Wednesday 20 th July 2022	17:00 – 19:30	Nexus HQ

Minutes approved

CHAIR	SIGNATURE	DATE