

MINUTES OF THE MEETING	
1. APOLOGIES FOR ABSENCE, QUORUM & VOTING PROCESS, CONFIRMATION OF CHAIR	Actions
AC welcomed all to the meeting.	
1.1 Apologies for absence	
No apologies for absence were received.	
1.2 To confirm quorum and voting process	
The meeting was quorate as 5 out of 5 Members were present. The voting process was agreed as a showing of hands as a vote and majority rule.	
1.3 To propose and vote on the Chair for the meeting	
AC invited nominations for the position of Chair for the meeting. SO nominated AC and AC was unanimously elected.	
2. ITEMS OF URGENT BUSINESS	
2.1 Chair to determine any items of urgent business to be considered	
None.	
3. DECLARATION OF INTERESTS	
3.1 Individual Members to declare any personal, business or other governance interests on any item on the agenda	
In the interests of transparency, S'OB declared that she had a professional relationship with NC, incoming director on the Nexus Board of Directors.	
4. ITEMS TO BE CONSIDERED	
4.1 To review the minutes and actions from the Annual General meeting held on 15 January 2024	
The minutes were agreed as a correct record of the meeting.	
CEO confirmed all outstanding actions were completed.	
4.2 Appointment of the External Auditor	
CEO explained that, three years ago, the Board of Directors initiated an open tender to appoint an external auditor for the Academy Trust on a three-year contract, with an option to extend for two years. Due to the complexities of auditing special schools, the Board decided to accept the advice of the CEO and CFO and extend Forrester Boyd's contract for a further two-year period. The auditors had shown a good understanding of the Trust's needs, and the extension was approved by the Board. Members were now asked to endorse this decision.	
AC noted that, from Directors' perspective, the auditors listened attentively and worked in a collaborative partnership, adding value to the audit process. Directors were satisfied and confident that extending the auditors' contract was in everyone's best interest.	

<p>SO asked the CEO about his thoughts on seeking another extension after the two-year period, or would Nexus MAT be actively looking for a new audit company?</p> <p>CEO stated that a full open tender process would need to be conducted, focusing on best value. Forrester Boyd had provided good value when they bid for the services in 2021. With the Trust’s projected £64 million turnover equity funding next year, it may attract larger accountancy firms. Members want tenders assessed broadly, considering not just cost but also value for money, expertise, and social value. This included contributions to directors' CPD, governance trustees, and the local community. The evaluation criteria may differ from the previous tender process.</p> <p>PL asked if everything was continuing to go well?</p> <p>The CEO confirmed that it was, noting that Nexus MAT, as with all external audits, received recommendations. Additionally, the auditors now understood the Trust’s context better.</p> <p>Members endorsed the decision to extend Forrester Boyd as External Auditor for a further two years.</p>	
<p>4.3 To review membership of Trust Members, contact details and Pen Pictures</p> <p>Trust Membership: It was noted that, following a question-and-answer session led by AC, all Members were content to serve for another 12-month period as Trust Members.</p> <p>Contact Details and Pen Pictures: Action: Clerking Services to circulate current pen pictures to all Members for review and updating, together with any contact detail updates with a response request by Friday 26 July.</p>	<p>Action: Clerking Services 05/07/24</p>
<p>4.4 To review membership of Trust Board of Directors:</p> <p>4.4.1 End of terms of Andrew Child MBE, Steve Booth and Peter Castleton - Members received the end of the terms of office as advised above and noted that Andrew Child MBE would continue to serve as a Trust Member. PL thanked the Chair, SB and PC for their invaluable work for Nexus MAT in their roles on the Trust Board of Directors over their years of service.</p> <p>4.4.2 Appointment of Phil Bradley, Naomi Cooper and Victoria Morris - Members formally noted their approval of the appointment of PB, NC and VM as Directors from 1 September 2024 and were encouraged by the fact that there would be an educationalist on the Board of Directors. In terms of succession planning, Members noted all were very worthy appointments.</p> <p>4.4.3 Appointment of Rachel Potts as Chair of Board of Directors - Members unanimously voted in favour of confirming the Board of Directors’ vote to appoint Rachel Potts as Chair of Board of Directors, effective 1 September 2024, with one abstention (RP).</p> <p>Members confirmed their approval of the appointment of the new trustees and Rachel Potts as Chair of the Nexus Trust Board of Directors.</p>	
<p>4.5 To review the Articles of Association</p>	

<p>In 2023, Nexus MAT adopted updated Articles as part of the Department's significant change process. Legal advice was sought, and the CEO was told that there was no material difference between the new Articles and the previous version. However, officers later discovered a new provision requiring a special resolution for appointing new Members. RP and SO were confirmed through this process, with AC signing the special resolution.</p> <p>Due to this advice oversight, Nexus MAT delayed uploading the special resolution to Companies House. This has been corrected but auditors may put a recommendation in for the tightening of Nexus MAT's internal processes, though changes have already been instituted. No further changes to the Articles were proposed.</p> <p>SO was aware that the latest Articles were adopted in 2023 but asked the CEO if there were any further updated Articles that Nexus MAT might need to adopt during another significant change?</p> <p>CEO stated that as far as he was aware, he knew of none. However, the most recent updates on the Department's website were from 2021, not 2023.</p>	
<p>4.6 Strategic Business Plan 2023-2024 – Update Reports year to date</p> <p>The CEO referred to the previously circulated document and highlighted a couple of points not prevalent in the reports.</p> <p>The first point the CEO brought to the Member's attention was that Nexus MAT had undergone five Ofsted inspections in the past five months. The CEO informed the Members of the rationale behind the Ofsted judgements. Looking at the cycle of inspections, CEO believes that two more schools may be inspected before the end of the summer term, or in the autumn.</p> <p>RP noted that Ofsted had acknowledged the support of Nexus MAT, for instance, the Trust had provided support to the newest teachers who had not been through an Ofsted inspection before.</p> <p>Action: CEO undertook to share all Ofsted reports when available with Members.</p> <p>SO'B enquired if there had been any surprises from the inspections and what were the lessons learned that could be applied across the Trust?</p> <p>The CEO stated that the biggest surprise for him was the modified approach from the inspection teams in terms of well-being. In terms of what officers had learnt, the CEO stated that it was imperative that, before the process, to make sure an executive leader was there working alongside the Headteacher. Heads had been really receptive to that and saw it as a supporting intervention. What had also been really helpful was having two serving Ofsted inspectors, one of which is a Lead Inspector, working at Nexus MAT who can give real, clear understanding about what formulates the Inspection plan and how officers/Headteachers can be prepared to respond.</p> <p>PO asked, regarding the sixth formers who will be at Enterprise Works in September, where did this fit into post 16 provision for students from The Willows, for example, as there would be a mix of students coming from mainstream secondary schools and SMLD schools? What about the schools in the middle? Did they fit into this model?</p> <p>The CEO responded affirmatively, stating that if The Willows was closer to Sheffield and there was available space at Enterprise Works, they would consider relocating pupils there, possibly also including Abbey's pupils. However, the focus was on where the need for</p>	<p>Action: CEO ASAP</p>

placements was greatest and where economies of scale could be achieved by bringing similar cohorts of pupils together for the longer term.	
The Strategic Business Plan update reports were received and thoroughly scrutinised. AC thanked Members for their interest in the report and for the questions raised.	
5. ANY OTHER URGENT BUSINESS	
5.1 To consider any other urgent business agreed by the Chair	
AC thanked everyone for their support, advice, and guidance during his tenure as Chair of the Board of Directors and as a member of the Members' team over the past several years.	
6. CONFIDENTIALITY	
6.1 To consider the confidentiality of any items discussed during the meeting	
There were no items deemed to be confidential.	
7. DATES OF NEXT MEETINGS	

Monday 13 January 2025 - AGM	17:30 – 19:00	Nexus HQ/Teams
Tuesday 1 July 2025	17:30 – 19:00	Nexus HQ/Teams