

Approved Minutes of the meeting of the Auriga Academy Trust Board held on Tuesday 12 September 2023 at 6.00pm via Teams.

Trustees of the Auriga Academy Trust in attendance virtually: Sarah Baker (from Item 4), Lucinda Christian-Lim, Paul Giuffredi, Harry James (Chair), Joanne Merritt, Ivan Pryce (Chief Executive Officer) and Paul Roberts.

Trustees of the Auriga Academy Trust absent: Lorna Goodwin, Mike Harlow and Adele Kimber.

Clerk in attendance virtually: Julie Adams, Governance Professional.

Key:- **ACTION:**

Items in square brackets are references to documents related to these minutes found in the folder Board-23-1 120923.

1. Welcome and apologies.

The Board of Trustees **noted** apologies had been received from Lorna Goodwin and Adele Kimber. Apologies had not been received from Mike Harlow. The Board of Trustees **agreed** to consent to their absences.

ACTION: The Chair of Trustees agreed to contact Mike Harlow to check his availability

The Board of Trustees **welcomed** Lucinda Christian-Lim to the Board of Trustees following her appointment by Members on 12 September 2023 for a four-year term [Mem-Res-23-01 Appointment of Trustee].

The Board of Trustees **noted** that as there were no items of business on the agenda relevant to Susie Connor Finance Director, therefore the Chair had advised that she did not have to attend.

2. Declarations of Interest and confirmations

The Board of Trustees were **reminded** by the Chair that all members of the Board must abide by the Auriga Academy Trust Declarations of Interest Policy and should **declare** any interest in any matter that comes before the Board.

ACTION: Trustees **agreed** to complete all confirmations and any outstanding tasks on GovernorHub by the next meeting on 19 October 2023. Julie Adams will send out a reminder and guidance to Trustees.

3. Election of Vice Chair

The Board of Trustees **noted** that Harry James was elected Chair of Trustees for a further year at the Board meeting in July. Jo Merritt had expressed an interest in becoming vice-chair. No other nominations had been received. The Board of Trustees **agreed** to appoint Jo Merritt to vice-chair for 2023-24 academic year.

The Board of Trustees **noted** that Harry James intended to step back from the Auriga Academy Trust in August 2024.

4. Agreement of membership, Scheme of Delegation, Procedures and Governance Development Plan for 2023-24

The Board of Trustees noted the proposals for changes [[Board-23-1-04 Proposals for Change](#)], and that once approved they would be circulated to the Local Governing Boards and published on the Trust website.

4.B. Scheme of Delegation

The Chair of the Audit and Risk Committee **noted** that there were some additional amendments which should be made to ensure that the Scheme of Delegation and Terms of Reference accurately reflected the Academy Trust Handbook including:

- Explicitly stating that the Risk Register is the responsibility of the Trust Board.
- Ensuring it is compliance with dates of returns to external agencies e.g., DfE, ESFA falls within the remit of the Audit Committee, not scrutinising the returns themselves (except for the Annual Accounts and School Resource Management Self-Assessment Tool)
- Clarifying the process for engagement with the external auditor including Board scrutiny and attendance at the AGM.

The Vice- Chair **noted** that further amendments were required to include stakeholder engagement within the governance functions section; clarification of the liaison required with Headteachers and the Finance Director for the Finance Link Governors; and making sure timings reflected the school cycle.

The Governance Professional **clarified** that finance link governors could join a meeting with the HT and FD termly, should receive the management accounts monthly and raise any concerns with the HT directly or the Chair if anything needed to be brought to the attention of the LGB. The Finance Director is already meeting with the HT's so this would not add to her workload. The CEO **confirmed** that this would prompt the Headteachers to become more familiar with their budgets.

ACTION: The Board of Trustees **agreed** that further amendments to the Scheme of Delegation (including ToRs & Agenda plans) [[Board-23-1-04B Scheme of Delegation 2023-24](#)] should be made by the Vice Chair and Governance Professional, circulated to and approved by Trustees via email and reported to the next Board meeting.

4.C. Governance Procedures

ACTION: Following a discussion the Board of Trustees **agreed** that they should be as transparent and open as possible and will publish the agendas and approved minutes of Board and LGB meetings on Trust and school websites. One Trustee voiced the opinion that the Board might consider at a later date also publishing Board Committee minutes.

The Board of Trustees provided clarification and **agreed** that all Committees must have at least three Trustees (not including the CEO) to be quorate. A minimum of half of filled positions are necessary for a Board or LGB meeting unless a specific decision requires more as per the Articles of Association.

The Board of Trustees **approved** the Board and LGB Procedures with these amendments [[Board 23-1-04C Board and LGB Procedures 2023-24](#)] .

4.D. Code of Conduct

The Vice-Chair **queried** where the 'Partnership, Personalisation, Professionalism & Preparation for Life' statement had come from. The Board of Trustees **agreed** that this was a legacy quotation and should be removed.

ACTION: The Board of Trustees **approved** the Governor and Trustees Code of Conduct for 2023-24 [[Board 23-1-04D Code of Conduct](#)] with the above amendment.

4.E. Governance Development Plan 2023-24

The Chair of Trustees **noted** that there were some incomplete actions from the 2022-23 Governance Development Plan, which need to be incorporated into the next years plan:

- Induction process – no formal feedback from new Trustees – possibly revise as result of that process.
- Succession Planning including identifying aspiring chairs and vice chairs.
- Co-ordinating cross-trust training for governors joint sessions.
- Co-ordinating an annual programme of Trustee visits and determining what their purpose is, what the process will be.
- Improving Communication on all levels, throughout the Trust governance .
- Improving and updating the website.

ACTION: The Chair will develop suggestions he provided (Strategic Focus, Clarity, Communication etc) which were discussed at the Strategy Day [[Board-23-1-04E Trust Board Governance Development Plan](#)], into a 2023-24 Governance Development Plan noting implementation, timescales and expected impact in advance of the 19 October Board meeting. The Governance Professional requested that ownership for review of Policies should be included in this implementation plan.

ACTION: The Chair (in conjunction with other Trustees) will draft and circulate an Annual Governance Statement for publication on the website for review & agreement at the 19 October Board meeting.

4.A. Committee Membership

All Trustees present introduced themselves and provided some background to their skills and experience.

Jo Merritt **agreed** to join the Audit and Risk and Finance and Resources Committees.

Adele Kimber **had offered** to join the Standards and Effectiveness Committee.

Sarah Baker **agreed** to Chair the Pay Committee, which in line with the Scheme of Delegation will also comprise the Chairs of Finance and Resources and Standards and Effectiveness Committees and at least one other Trustee, not including the Chair of Trustees.

ACTION: Lucinda Christian-Lim would review the Terms of Reference for Committees and discuss with the Chair of Trustees where her skills would best serve.

Following discussion about the purpose of Associate Members, the Board of Trustees **agreed** to replace references to 'Associate Members' with 'in attendance' and include numbers in each category of local governor.

The Board of Trustees **approved** the membership of the Committees [[Board-23-1-04A Committee Memberships](#)] with the above amendments.

4.F. Link Trustees

The Board of Trustees **agreed** that the role of Finance Link Trustee would be undertaken by the Chair of the Finance and Resources Committee (ex-officio).

Harry James **agreed** to continue in his role as Trust Safeguarding Link Trustee.

Following a general discussion about safeguarding and the importance of consistency, communication and sharing best practice, Sarah Baker **agreed** to become Deputy Safeguarding Link Trustee. No other roles were required.

5. Minutes of the previous meeting

- 5.A. The Board of Trustees **noted** that the minutes of the meeting of 5 July 2023 were not yet available.

ACTION: The Governance Professional committed to ensuring the minutes of the meeting of 5 July 2023 will be available on the 19 October 2023.

- 5.B. The Board of Trustees **received** the notes of the Strategy Day [[Board-23-1-05B Strategy Day Notes](#)].

Some Trustees felt that the Strategy Day notes were 'muddled and confusing' for Trustees that had not been able to attend, especially in relation to the Strategic Objectives. The Chair **advised** that Trustees present had wanted to ensure that the strategic objectives previously set had not been lost and re-written, and they had been tweaked to reflect focus on Outreach and Therapy provision.

ACTION: The CEO will refine and present a more detailed Trust Strategic Plan for 2023-24 to the 19 October Board meeting.

Most Trustees agreed that the format of the Strategy Day being followed by the Board Meeting worked well, however, could be improved with better agenda planning.

- 5.C. There were no other matters arising.

6. Key Trust Risks

The CEO explained that he had attended several sessions provided by the Confederation of School Trusts and others on Risk Management. He had also conducted extensive research on how other Trusts identify and manage risk. Subsequently he had reviewed the Risk Register. He proposed that some of the risks previously on the Register required dividing and others needed to be added. He had identified 13 areas of risk, which had been shared at the Strategy Day.

- **AUR1** Unable to ensure quality of provision.
- **AUR2** Significant Safeguarding failure
- **AUR3** Significant Health, safety and Wellbeing failure
- **AUR4** Significant Cyber Security Risk
- **AUR5** Significant breach of Confidentiality
- **AUR6** Unable to meet pupils' Therapeutic needs.
- **AUR7** Ineffective service continuity planning
- **AUR8** Unable to maintain and build staffing capacity and capability and skills to deliver strategic priorities.
- **AUR9** Significant Fraud Occurs
- **AUR10** Unable to maintain financial viability.
- **AUR11** Not gaining Leverage from collaborations and partnerships with others.
- **AUR12** Not being able to develop the Trust's Estate
- **AUR13** Failure to achieve Trust growth target.

The CEO demonstrated a more detailed spreadsheet which includes causes/effects, mitigations, appetite and tolerance for each risk. He has commissioned a software provider, which will use this detail to produce an interactive Risk Register to assist with monitoring and reporting.

The Board of Trustees **questioned** how the CEO had identified the risks. The CEO explained that he had used the previous risk register items, his knowledge of the Trust and had also been informed by his research of other trusts and discussions with peers and colleagues.

The Chair of the Audit and Risk Committee **advised** that he is meeting with the internal auditors regarding the programme of work for 2023-24. He **asked** if the 13 risks had been shared with them. The CEO advised that he had shared the previous version of the Risk Register but had not been asked for anything further by the internal auditors.

ACTION: The CEO will share the full Risk Register spreadsheet with the Chair of the Audit and Risk Committee in advance of his meeting with internal auditors w/c 18 September 2023.

The Chair of the Audit and Risk Committee **noted** the ESFA's recommendation that Trusts have a Risk Management Policy. The Governance Professional **confirmed** that the Trust does have a Risk Management Policy in place.

ACTION: The Chair of Trustees **requested** that there is a document control system in place for policies and key documents such as the Risk Register to ensure the latest

available document is being viewed. This will be addressed by the Governance Professional.

ACTION: The Board of Trustees **agreed** that whilst they approve the headline risks on the register, the Audit and Risk Committee need to bring back proposals to the Board regarding the internal scrutiny arrangements for these risks and for the Board to confirm its appetite towards them. A summary would be provided to the Board at their meeting on 19 October 2023.

The Board of Trustees **queried** if 13 risks are too large a number to manage. The CEO explained that he expected some of the risks to remain static, mainly because they are within appetite. Reporting on the Risk Register would be by exception, what had changed, what had gone up / down, what new mitigations had been implemented etc. The CEO advised that the Risk Register will be presented to Board for review at least termly.

The Board of Trustees **noted** that in relation to work-load, many of the mitigating actions also are replicated within Trust and School Development Plans. They were conscious that work is not duplicated and that workload is manageable. The CEO advised that he believed the process would be more efficient and would cascade into other reporting for the Trust.

7. Policies to be approved.

The CEO advised that the Safeguarding and Child Protection Policy was based on the model document used by Achieving for Children (AfC - Richmond and Kingston Local Authorities). He had amended over the summer to ensure it was relevant for the Trust. He had attempted to make the document shorter, however, much of the content must be included. This document forms the basis of each schools' policy, however they adapt it to include the correct references and names relevant for their schools. Local Governing Boards will be asked to agree it at their September meeting.

The Board of Trustees **approved** the Model Safeguarding and Child Protection Policy 2023-24.

ACTION: The Board of Trustees agreed to read Keeping Children Safe in Education 2023 Parts 1 and 2 and the Safeguarding Policy and record as part of their annual confirmations in GovernorHub by 19 October (as above).

The CEO advised that a model low-level concern policy was being re-drafted with input from the schools' Designated Safeguarding Leads (DSL's). The Board of Trustees noted the contact for reporting low level concerns should be the Headteacher in the first instance.

Who is acting in a concerning way?	What is the concern?	
	There is harm or threat of harm to the child (threshold to report to LA would be met)	Low level (does not meet criteria of Harm, but not consistent with Staff Code of Conduct)
Any person (adult or child)	IMMEDIATELY refer to DSL	Raise with Headteacher
Headteacher	IMMEDIATELY refer to CEO (Trust Safeguarding Lead)	Raise with CEO (Trust Safeguarding Lead)
CEO	IMMEDIATELY refer to Chair of Trustees	Raise with Chair of Trustees
Chair of Trustees	IMMEDIATELY refer to CEO (Trust Safeguarding Lead)	Raise with CEO (Trust Safeguarding Lead)

8. Correspondence

- 8.A.** The Board of Trustees **noted** the ESFA letter 'Dear Accounting Officer' dated 12 July 2023 [[Board-23-1-08A ESFA DAO 120723](#)].
- 8.B.** The Board of Trustees **noted** the DfE letter on safeguarding arrangements at Capella House School dated 19 July 2023 [[Board-23-1-08B DfE Safeguarding CAP 190723- CONF](#)].

9. Impact of meeting, planned actions including meeting dates and feedback.

The Board of Trustees reflected on the planning of the meeting in relation to documentation and preparation, plans to work more strategically including the Governance Development Plan, allocation of Committees, a robust discussion of the Risk Register.

The Board of Trustees **noted** the date of the next meeting is **19 October 2023. Location to be advised**

The CEO advised Trustees that Charlotte Flack, Occupational Therapy Consultant, was stepping back from the Trust. She had been actively involved since the inception of Auriga Academy Trust. The CEO was arranging a leaving gift and invited Trustees who knew Charlotte to provide comments for a leaving card.

10. Confidentiality

The Board of Trustees **agreed** that the discussion at the meeting, the background papers, and any reports identified as confidential above, should remain confidential and be excluded from the published minutes and papers.

[Items in square brackets are references to documents related to the agenda; 'CONF' indicates confidential documents that are excluded from the published minutes and papers.]

Signature: 
Harry James (Dec 15, 2023 09:30 GMT)

Email: h james@aurigaacademytrust.org.uk
Harry James

15/12/2023

Chair of Trustees

Item	Extract	Owner	Status	Due Date
1	The Chair of Trustees agreed to contact Mike Harlow to check his availability	HJ		
2	Trustees agreed to complete all confirmations and any outstanding tasks on GovernorHub by the next meeting on 19 October 2023. Julie Adams will send out a reminder and guidance to Trustees.	JA / All Trustees		
4b	The Board of Trustees agreed that further amendments to the Scheme of Delegation(including ToRs & Agenda plans) [Board-23-1-04B Scheme of Delegation 2023-24] should be made by the Vice Chair and Governance Professional, circulated to and approved by Trustees via email and reported to the next Board meeting.	JA		19/10/2023
4c	Following a discussion the Board of Trustees agreed that they should be as transparent and open as possible and will publish the agendas and approved minutes of Board and LGB meetings on Trust and school websites. One Trustee voiced the opinion that the Board might consider at a later date also publishing Board Committee minutes.	JA	Minutes Audit undertaken for 2022-23, Outstanding minutes identified, Chairs requested to approve if missing, vc agreed to publish 2023- 24 minutes - none yet approved by GB / Cttee	01/01/2024 20/04/2024/ 31/7/24
4d	Circulate Governor and Trustees SoD, Procedures Code of Con-duct etc to all Governos and Trustees with the above amend-ment.	JA		b4 25 sept
4E	The Chair will develop suggestions he provided (Strategic Focus, Clarity, Communication etc) which were discussed at the Strategy Day [Board-23-1-04E Trust Board Governance Development Plan], into a 2023-24 Governance Development Plan noting implementation, timescales and expected impact in advance of the 19 October Board meeting. The Governance Professional requested that ownership for review of Policies should be included in this implementation plan.	HJ		12/10/2023
4E	The Chair (in conjunction with other Trustees) will draft and circulate an Annual Governance Statement for publication on the website for review & agreement at the 19 October Board meeting.			12/10/2023
4A	Lucinda Christian-Lim would review the Terms of Reference for Committees and discuss with the Chair of Trustees where her skills would best serve.	LCL		ASAP
4F	Sarah Baker agreed to become Deputy Safeguarding Link Trustee.	JA		ASAP
5a	The Governance Professional committed to ensuring the minutes of the meeting of 5 July 2023 will be available on the 19 October 2023.	JA		12/10/2023
5B	The CEO will refine and present a more detailed Trust Strategic Plan for 2023-24 to the 19 October Board meeting.	IP		12/10/2023
6	The CEO will share the full Risk Register spreadsheet with the Chair of the Audit and Risk Committee in advance of his meeting with internal auditors w/c 18 September 2023.	IP		before 18/9/23
6	The Chair of Trustees requested that there is a document control system in place for policies and key documents such as the Risk Register to ensure the latest available document is being viewed. This will be addressed by the Governance Professional.	JA		ASAP
6	The Board of Trustees agreed that whilst they approve the headline risks on the register, the Audit and Risk Committee need to bring back proposals to the Board regarding the internal scrutiny arrangements for these risks and for the Board to confirm its appetite towards them. A summary would be provided to the Board at their meeting on 19 October 2023	IP / Chair A&R		19 October or soon after
	The Board of Trustees agreed to read Keeping Children Safe in Education 2023 Parts 1 and 2 and the Safeguarding Policy and record as part of their annual confirmations in GovernorHub by 19 October (as above).	All Trustees		12/10/2023







Board-23-1-00 Approved Minutes 120923

Final Audit Report

2023-12-15

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