

Approved Minutes of the meeting of the Auriga Academy Trust Board held on Thursday 19 October 2023 at 6.00pm at Clarendon Secondary (RTS Conference Room) and via Teams.

[Link to Teams Meeting](#)

[Link to Papers:](#)

Items in square brackets are references to documents related to this agenda found in the folder Board-23-2 191023.

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

Clerks in attendance: Julie Adams (Governance Professional) and Gilly Hudson (Clerk to Committees – Items 1-5 only)).

Also in attendance virtually: Susie Connor (AAT Finance Director), Jane Curzon (Chair of Strathmore School LGB – Items 1-11 only), and Simon Gordon (Co Vice-Chair of Capella House School Items 1-11 only).

1. Welcome and apologies

The Board of Trustees **noted** apologies had been received from Lorna Goodwin. The Board of Trustees **agreed** to consent to her absence.

The Chair **informed** Trustees that Mike Harlow had chosen to step down from the Trust Board. Mike had been involved with the Trust for over 6 years and had brought an important level of good, intelligent challenge to its work, especially to the Audit and Risk Committee. The Board of Trustees **expressed their thanks** to Mike for his commitment to the Trust.

The Board of Trustees **noted** that Andy Whiteside had given apologies and welcomed Simon Gordon to represent Capella House School Governing Board.

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. No declarations of interest were made.

3. Minutes of the previous meeting

The Board of Trustees **received** the minutes of the meeting of 5 July [[Board-23-2-03A Previous Draft Minutes 050723](#)] and 12 September [[Board-23-2-03B Previous Draft Minutes 120923](#)] and **approved** them as an accurate record of the meeting.

The Board of Trustees **noted** that Lucinda Christian-Lim had expressed an interest to join the Standards and Effectiveness Committee and agreed to her joining that Committee.

The Chair **reminded** Trustees to complete any outstanding declarations and confirmations by the end of October.

ACTION: Trustees agreed to complete all confirmations and any outstanding tasks on GovernorHub by the end of October 2023.

The Board of Trustees **noted** that all other actions arising from the last meeting had been completed or would be covered during this meeting.

4. Governance

- 4.A. The Board of Trustees **noted** that the Board Governance Development Plan 2023-24 was currently being refined.

ACTION: Harry James to circulate the Plan via email to all Trustees by w/c 8 November 2023.

- 4.B. The Board of Trustees **noted** that the draft narrative Trustee and Governance Report to accompany the Annual Company Accounts Update had been completed, following its review by Trustees.

The Board of Trustees **noted** that missing values would be added following the preparation of the accounts.

The Chair of the Finance and Resources Committee **recommended** that following discussion at their Committee, the appropriate level of free reserves should be a sum equivalent to 1 month's payroll, and an additional £300k due to the uncertainties of future Government spending and to support Trust Strategic Priorities. £50k of reserves would also be ringfenced to provide for the financial impact of a business continuity issue or cyber security attack. Following discussion, the Board **agreed** with the recommendation, noting that it should also reflect how the local governing boards and schools set their budgets using the Board's framework.

ACTION: The Finance Director would make the appropriate changes to phraseology in the Accounts and Finance Policy to reflect the Board decision on reserves, which would be circulated to Trustees and sent to Auditors w/c 23 October 2023.

The Chair of the Audit and Risk Committee **recommended** that, following agreement at their Committee meeting, Trustees should be invited to an Audit and Risk meeting with the External Auditor, without management present before the Board meeting on the 11 December 2023, to comply with the Committees Terms of Reference.

ACTION: The Finance Director to contact the external auditor to move the date of the presentation of external audit report and accounts to w/c 4 December 2023 and all Trustees be invited to attend.

ACTION: Julie Adams to ensure the presentation is recorded so that it can be shared with Members in advance of the AGM in January.

- 4.C. The Board of Trustees **noted** that the Chair of Trustees will draft a Governance Report for 2022-23 for publication on the Trust website by December 2023.

Supporting Papers – [Draft Company Annual Accounts Narrative 2022-23](#) and [Chair of Audit Committee Summary](#).

5. Risk Register and Process

The Board of Trustees **discussed** at length the process of identification of risk and ensuring the Board agreed the level of comfort that they had for any identified risks (appetite). The Chair of the Audit and Risk Committee **advised** that there had been a lengthy discussion about this also at Committee. He explained that the CEO and his team identify and classify the Trust and school level risks based on probability and severity of each assigning a score out of five. This is then multiplied to create an inherent risk score. As per guidance from the NGA, the Board of Trustees should determine what score they would be comfortable with (residual risk), what monitoring is required, how it wants to receive this monitoring until the risk and residual scores align.

Trustees discussed their view that they would ideally not want to see any risk in any area, but that this was not reasonable, and they therefore had to determine the level that they were prepared to 'live with' to enable limited resources to be effectively directed.

During their discussions, the Board of Trustees **agreed** that the three main Trust risks which had been identified by the CEO were ensuring the quality of provision (AUR1), being unable to maintain financial viability (AUR10) and a significant safeguarding failure (AUR2).

The CEO **advised** that he is continuing to work with the software provider to be able to visualise the risks in a more meaningful way than had been presented in the spreadsheet and that some of the scores had been transposed incorrectly.

The Chair of the Audit and Risk Committee **suggested** that individual Trustees should consider their personal comfort levels with the risks identified, to bring back to the December Board meeting to discuss in more detail. He **reminded** Trustees that risks are different from the Trust's priorities and are what the Board feel need their immediate attention.

ACTION: The Chair of the Audit and Risk Committee and Governance Professional to design a survey to circulate to Trustees, to identify Trustee risks which require immediate attention from those identified by the CEO, residual risk scores for each and suggested monitoring which can then be discussed in more detail at Audit and Risk Committee and brought back to the Board meeting in spring.

ACTION: The CEO to make the Risk Register more readable and accessible.

Following the Board **discussion** of financial risk, the Finance Director **advised** the Board of Trustees that the forecast is prepared in May and is a prediction. Variances to budget at year end are determined by the ringfencing of certain budget lines (for example curriculum resources). The Board of Trustees **noted** that whilst in year budgets tend to finish in surplus historically, this could not be relied upon. The Finance Director **agreed** and **cited** an example of unexpected conditional capital funding being provided in January by the EFSA. She **confirmed** that the amount and conditions for the funding had not yet been confirmed, but it was likely that this may mean that funding could be released from revenue reserves.

The Safeguarding Link Trustee advised that whilst risk scores may reduce to a low level the Board of Trustees should not become complacent.

Supporting Papers – [Risk Register](#), [Risk Management Policy](#) and [NGA Risk Management in Trusts](#) and [Chair of Audit Committee Summary](#).

6. Safeguarding

The Board of Trustees received an update from the CEO as Trust Strategic Safeguarding Lead [[Board-23-2-06 Safeguarding](#)], the Safeguarding Link Trustee including an update from the Safeguarding Link Governor Network meeting and to consider any matters arising.

The CEO presented the report and advised that it was a comparative snapshot of safeguarding in schools, which indicated the weight of work which the schools were involved with. He had met with all Designated Safeguarding Leads and created a safeguarding review template document with agreed headings, which they would implement for reporting to governors in the Spring term.

ACTION: CEO to circulate a copy of the safeguarding review template once agreed by Headteachers.

The Board of Trustees queried if it was possible to provide comparative information about local children and young people, national prevalences, etc. The CEO advised that this was more difficult as Auriga is the only special school provision in Richmond LA (Local Authority) and would investigate if year on year school comparisons could be included.

ACTION: Lucinda Christian-Lim to see if there is any publicly available information which may be able to be used for comparison and liaise with the CEO as necessary.

The Chair of Trustees advised that the Safeguarding Leads meeting was productive and was starting to come together as a collaborative network. They had shared the Strathmore School safeguarding monitoring checklist were reviewing it to see if it could be used Trust wide. The Chair of Strathmore School Local Governing Board, which has recently earned the 'Leaders in Safeguarding' award, commented that the group were also thinking about other areas of training and monitoring to provide some consistency in this area.

The Chair of the Audit and Risk Committee informed Trustees that the safeguarding is on the programme of scrutiny for internal audit, which will be conducted after an audit from Kingston and Richmond Safeguarding Children's Partnership (KRSCP) in Spring. This will then be used to direct the internal scrutiny to the areas highlighted or not previously reviewed.

The CEO presented the Annual Safeguarding Assurance Statement for 2023-24. These are statements which are made by the Board of Trustees to provide assurance of safeguarding practices to KRSCP.

ACTION: All Trustees to review the Statement and advise the CEO of any queries relating to any of the statements by 18 November 2023 and asked Trustees to review to ensure they are content with the statements made, for it to be signed off at the Board meeting on 11 December 2023.

7. Trust Strategic Priorities

The Board of Trustees received an update from the CEO on the progress against the objectives for 2023-24. [[Board-23-2-07 Strategic Priority Update](#)]

The CEO explained that he had omitted the priority relating to supporting schools to prepare for expansion which had been shared at the Strategy Day, due to the delays to the anticipated opening dates of the new sites for Clarendon and Strathmore Schools. This will be priority will be included in future reports.

The CEO drew the Board of Trustees attention to Priority 2 Drive further school improvement across all schools. When working through the actions he felt that this held within each school's development plan and that for the Trust it should be written more specifically potentially about developing the workforce and a 'People Plan.' The Board of Trustees **asked** the CEO what he needed from them with regards to the Priority 2.

The CEO **advised** that he would like to review and amend this priority to reflect the development of Trust staff. The Board of Trustees acknowledged that this priority was linked to providing outstanding provision and being a centre of excellence, which included Ofsted judgements. The Board of Trustees **discussed** the definition of an outstanding provision and **suggested** it could be widened to include other relevant standards, for example health outcomes used by the Care Quality Commission in LA SEND Reviews. The Board of Trustees **agreed** that the priority should relate to the development of people within the organisation and the CEO's responsibility for providing organisational level support to schools, where he identified there to be a need.

The Board of Trustees requested that more information be included in the document so that Trustees can effectively monitor it (eg milestones).

ACTION: The CEO to redraft Priority 2 for the next Board meeting, in line with the discussions and update all other areas and link to the 5 Year strategic plan.

The Board of Trustees **enquired** if there was anything that the CEO was particularly worried about, or which was behind schedule. The CEO **advised** that his main concern is surrounding the funding model. The Board of Trustees **noted** that there was an action arising for the Chair and Vice Chair of Trustees to meet with Achieving for Children (AfC) as a matter of urgency to raise concerns about pupil admission numbers and funding of Occupational and Speech and Language Therapies for Capella House School, delay in receipts of payments from Local authorities and the timely amendments to Bandings following pupils' annual reviews. The Board of Trustees **agreed** that this meeting should happen urgently and that it was important due to the change in senior staff at AfC that the relationship with them, including the Memorandum of Understanding, is clearly defined.

ACTION: The CEO and Finance Director to arrange the meeting with AfC urgently to follow up on issues raised, with a clear agenda attended by the Chair and Vice Chair of Trustees.

Supporting Papers – [5 year strategic plan](#)

8. CEO Report

The Board of Trustees **received** the CEO report [[Board-23-2-08 CEO Report-CONF](#)]. The Board of Trustees advised that they found the format and information provided in the report particularly useful and comprehensive. The CEO invited questions.

The Board of Trustees **asked** if there was anything that the CEO wished to specifically bring to their attention. The CEO **advised** that the new Headteacher at Clarendon School had identified some of the processes around handover and information sharing had not been as effective as thought. The Board of Trustees **noted** the School Improvement Partner comments in his report that the handover had been 'incredibly detailed.' The CEO **advised** that some of this confidence had been misplaced and that the volume of information to be shared had not been properly anticipated. Processes surrounding succession planning were being reviewed. The Board of Trustees **asked** if the former Headteacher, John Kipps, is continuing to support the expansion of the Clarendon site. The CEO advised that he had expressed a willingness to be involved but that there are currently no actions required on this at present as per previous discussion.

The CEO **advised** that he required approval from the Board of Trustees for the booking of the venue for the Cross Trust Inset Day in May 2024. The cost was £10,550 ex VAT including all room spaces and refreshments. He reflected that the venue for the day in 2023 was significantly cheaper but it had only just accommodated all staff. The plan for the day is to make it into more of a conference with external speakers, breakout sessions and workshops, potentially also inviting external delegates to appropriate sessions. The Board of Trustees approved the costs for the Cross-Trust Inset Day.

The Board of Trustees **noted** that the Standards and Effectiveness Committee had agreed to have an additional meeting to receive reporting on school performance from 2022-23 in December.

The Board of Trustees **agreed** that they had discussed issues raised by year end accounts previously and that their next meeting would be more informative about the current year situation.

Supporting Papers – [2022-23 Management Accounts](#) and [Revised Budget 2023-24](#) and DfE (Department for Education) Guidance - [Commissioning High Quality Trusts](#)

9. Committee Summary Reports

The Board of Trustees received the summary reports from the Committee Chairs including LGB's and Chairs Group Notes [[Board-23-2-9A Committee Chair Summary Reports](#)]

The Board of Trustees received brief verbal updates from the Chairs of the Committees. The Board of Trustees received the recommendation from the Standards and Effectiveness Committee that a position of Link Trustee for Stakeholder Engagement be created. This had been broached at the Chairs and Vice Chair meeting and was an area of which was identified on most governance development plans. Adele Kimber had expressed an interest in the role and advised that if approved she would work with the CEO and others to develop a role description and remit. The Board of Trustees agreed to appoint Adele Kimber to the role of Stakeholder Link Trustee.

ACTION: Adele Kimber to meet with the CEO to discuss the role and remit of the Stakeholder Link Trustee.

The Board of Trustees **acknowledged** the previous discussion, both at this meeting and Committees regarding the need to meet with AfC urgently.

The Chair of the Audit and Risk Committee, noted that with the resignation of Mike Harlow, his Committee would not be quorate should it need to meet again, and invited Trustees to consider if they could join this Committee. He suggested that non-Trustees could be invited to join the Committee but that this would require approval from the Board. The Board of Trustees agreed that this was something they may consider.

There were no other matters arising from the Committee Summaries that had not been previously discussed.

Supporting draft minutes for noting

- [Audit and Risk Cttee - 10 October 2023,](#)
- [Standards and Effectiveness - 11 October 2023,](#)
- [Finance and Resources - 17 October 2023\)](#)
- [Clarendon School LGB, 26 September 2023,](#)
- [Capella House School LGB, 27 September 2023](#)
- [Strathmore School LGB, 25 September 2023](#)
- [Chair and Vice Chair Group Meeting, 3 October 2023](#)

10. Policies to be approved

The Board of Trustees **received** a summary of policy amendments [[Board-23-2 -10 Policy Change Summary](#)] and **approve** the following policies in the folder.

- AAT Admissions Policy*
- Equality Information and Objectives
- AAT Capability Procedure
- AAT CPD (Continual Professional Development) Policy *
- AAT Code of Conduct
- AAT Disciplinary Policy and Procedure
- AAT Exit Feedback Policy*
- AAT Grievance Policy and Procedure
- AAT Managing Sickness and HR (Human Resources) Policy
- AAT Maternity Policy
- AAT Pay Policy
- AAT Special Leave Policy
- AAT ECT Policy
- [AAT Finance Policy*](#) (being reviewed by F&R Committee 171023)
- AAT Risk Management Policy (see above)
- AAT Model Behaviour and Safety Framework

The Board of Trustees agreed to remove the reference in the Admissions Policy relating to unfilled places and undertake the appropriate consultation.

The Board of Trustees approved the changes to the wording of the Finance Policy in relation to pooling of reserves.

The Board of Trustees agreed to approve the Risk Management Policy and agreed that this may need to be further updated to reflect the discussions from the Audit and Risk Committee in Spring 2023.

The Board of Trustees noted all other policies and approved the proposed changes.

Supporting Papers – [Policy Schedule Summary](#) and [Working document](#)

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

The Board of Trustees **noted** the agreed actions detailed actions log accompanying these minutes. The Board of Trustees **noted** their attendance would be requested at the additional meeting of the Audit and Risk Committee w/c **4 December 2023**.

The date of the next scheduled Board meeting is **Monday 11 December 2023** at **6pm** at **Clarendon Secondary School** (RTS Conference Room). Tuesday 5 December 2023.

The Chair of Trustees thanked representatives from the LGB's for their attendance and requested they leave as an item of confidential business needed to be discussed.

12. Any other business

See Also Confidential Appendix A to these minutes.

13. Confidentiality

The Board of Trustees **agreed** that the discussion at the meeting, the confidential minutes to this meeting, the background papers, and the reports identified as confidential should remain confidential and therefore 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: Joanne Merritt
Joanne Merritt (Jan 23, 2024 10:13 GMT)

Email: jmerritt@aurigaacademytrust.org.uk
Vice Chair of Trustees

Actions arising from this meeting.

Number	Extract	Owner	Status	Due Date
1	Trustees agreed to complete all confirmations and any outstanding tasks on GovernorHub by the end of October 2023.	all Trustees		31/10/2023
2	Harry James to circulate the Plan via email to all Trustees by w/c 8 November 2023.	HJ		08/11/2023
3	The Finance Director would make the appropriate changes to phraseology in the Accounts and Finance Policy to reflect the Board decision on reserves, which would be circulated to Trustees and sent to Auditors w/c 23 October 2023.	SC	Completed	
4	The Finance Director to contact the external auditor to move the date of the presentation of external audit report and accounts to w/c 4 December 2023 and all Trustees be invited to attend.	SC	Completed - meeting date 4/12/23	
5	Julie Adams to ensure the presentation is recorded so that it can be shared with Members in advance of the AGM in January.	JA	04/12/2023	
6	The Chair of the Audit and Risk Committee and Governance Professional to design a poll to circulate to Trustees, to identify which risks Trustees deem require immediate attention from those identified by the CEO, residual risk scores for each and suggested monitoring which can then be discussed in more detail at Audit and Risk Committee and brought back to the Board meeting in spring	PR / JA		
7	The CEO to make the Risk Register more readable and accessible for Trustees.	IP		
8	CEO to circulate a copy of the safeguarding review template once agreed by Headteachers.	IP		
9	Lucinda Christian-Lim to see if there is any publicly available information which may be able to be used for comparison and liaise with the CEO as necessary.	LCM / IP		
10	All Trustees to review the Safeguarding Statement and advise the CEO of any queries relating to any of the statements by 18 November 2023 and asked Trustees to review to ensure they are content with the statements made, in order for it to be signed off at the Board meeting on 11 December 2023.	all Trustees	Email sent	18/11/2023
11	The CEO to redraft Priority 2 for the next Board meeting, in line with the discussions and update all other areas.	IP		04/11/2023
12	The CEO and Finance Director to arrange the meeting with AfC urgently to follow up on issues raised, with a clear agenda attended by the Chair and Vice Chair of Trustees.	IP / SC	Completed - meeting date 15/11/23	
13	Adele Kimber to meet with the CEO to discuss the role and remit of the Stakeholder Link Trustee	AK / IP		

Note – Two confidential actions are recorded on the confidential minutes of this meeting.






Board-23-2-00 Approved Minutes 191023

Final Audit Report

2024-01-23

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