

Approved minutes for the meeting of the Auriga Academy Trust Board held on Monday 11 December 2023 at 6.00pm at Clarendon Secondary (RTS Conference Room) and via Teams.

Items in square brackets are references to documents related to this agenda found in the folder Board-23-3 111223.

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

Trustees of the Auriga Academy Trust in attendance virtually: Lorna Goodwin (from Item 3).

Trustees of the Auriga Academy Trust absent: Harry James.

Clerk in attendance: Julie Adams.

Also in attendance: Susie Connor (AAT Finance Director).

Also in attendance virtually: Jane Curzon (Chair, Strathmore School LGB – Items 1-11 only), Simon Gordon (Vice-Chair of Capella House School LGB – Items 1-11 only), and Sarah Green (observer – from Item 4C to Item 7 only).

1. Welcome and apologies.

The Board of Trustees **noted** apologies had been received from Harry James. The Board of Trustees **agreed** to consent to his absence. The Board of Trustees **noted** that the meeting would be chaired by Jo Merritt in his absence.

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

The Board of Trustees **noted** that Sarah Green would be joining to observe the meeting as a prospective Trustee.

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 Vice-Chair **congratulated** and **thanked**, on behalf of the Board of Trustees, the Headteacher and staff and governors at Capella House School on their excellent Ofsted Report which was well deserved.

3.A. The Board of Trustees **received** the minutes of the meeting of 19 October 2023 [[Board-23-3-03A Previous Draft Minutes 191023](#)] with a minor amendment to wording on an action, approved them as an accurate record of the meeting.

See Also Confidential Appendix A to these minutes.

The Board of Trustees **noted** that the Chair of the Audit and Risk Committee would follow up on polling of Trustees perceptions of the current risks and prepare for a detailed consideration of the Trust Risks and the Risk Register at the Strategy Day in July.

ACTION: The Audit and Risk Committee to lead a detailed consideration of the Trust Risks at Strategy Day and to consider arrangements for this at their next meeting in March.

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

The Board of Trustees **noted** that draft minutes of Board and Committee meeting are available within approximately two weeks of a meeting and a message will be posted on GovernorHub to advise they have been placed in the meeting folder.

The Board of Trustees **noted** that these minutes would be published on the Trust's website.

3.B. There were no other matters arising from the minutes that are not covered elsewhere on the agenda.

4. Governance

The Board of Trustees **noted** that due to the illness of the Chair of Trustees the Governance Development Plan 2023-24 and Annual Governance Report for 2022-23, was not available. The Vice-Chair **advised** that the process of LGB and Trust self-evaluation would be in place to enable these reports for the following academic year (2024-25) to be drafted over the summer to ensure they are approved at the first meeting of the new academic year.

ACTION: The Governance Professional will confirm with the Chair of Trustees when the Governance Development Plan 2023-24 and Annual Governance Report for 2022-23 will be available for approval.

The Board of Trustees **received** an update from the Stakeholder Engagement Link Trustee (SELT) [[Board-23-3-04C Stakeholder Engagement](#)]. Adele Kimber, Stakeholder Engagement Link Trustee **presented** the document and **advised** that it looked at what was occurring currently in the way of engagement, what we should be doing and actions that would be needed to get there. She **explained** that the Board of Trustees should make an explicit commitment to set a culture that the Auriga Academy Trust listen to all stakeholders; consider and decide if we will act on what they say; inform them of what actions are being taking; and provide a clear process so that their views can be fed into the planning and strategic work of the Board. She **advised** that the local governing boards are the 'eyes and ears' for the Board in this area. Working on a mechanism to pull all the engagement opportunities together would be an iterative process and may need changes to the Scheme of Delegation.

The Board of Trustees **supported** the Trustee's work on this broad concept for Stakeholder Engagement which they acknowledged is a core purpose of governance. The Board of Trustees **reflected** that the amount of influence from stakeholders on Board decision making was limited. The Board of Trustees **agreed** the proposals within the report from the SELT.

The Chair of Strathmore School Local Governing Board **asked** if the Board had considered assigning a Trustee to link to a Governing Board. The Board of Trustees **discussed** this briefly and **agreed** that it may be something to be considered in the future, but that it may dilute the separation of the layers of governance. The Board of Trustees **agreed** that they need to be more visible within the school communities.

The Board of Trustees **discussed** methods for ensuring that the voice of students is also captured and acknowledged that this can be especially difficult given the needs of the students. The Board of Trustees **noted** that care should be taken in this area and that it was key to ensuring the questions posed and information gathered was suitable to enable informed decision making.

ACTION: The SELT will provide a further report to the March meeting of the Board of Trustees.

Supporting Papers – [Notes of Chair and Vice Chair Network meeting](#).

5. Performance Management Process

The Board of Trustees **noted** the performance management process for the CEO, HT's and Finance Director had taken place and all pay progression had been agreed by the Pay Committee. The Vice Chair of Trustees **advised** that there were some learning points from the process this year and that she would follow up progress on the objectives for the CEO during the course of the year through the interim meetings also attended by Harry James and Paul Roberts.

ACTION: The CEO and Jo Merritt to circulate success criteria from the CEO's objectives to Trustees for information.

The CEO **noted** that the Finance Director was already fully redrafting the Pay Policy to ensure that there was consistency around assessment and evaluation of pay progression across the Trust. Any consultations required will take place as required before full implementation which is expected in September 2024. The Finance Director **confirmed** there were two adjustments to the Pay Policy which needed to be confirmed sooner.

Supporting Papers – [Headline Objectives](#), Chair of Pay Committee Summary.

6. Approval of the Annual Accounts and arrangements for the AGM

6.A. The Board of Trustees **received** the annual accounts, external audit report, management response and recommendations from the Finance and Resources and Audit and Risk Committees.

The Chair of the Audit and Risk Committee **confirmed** that the auditors had amended the management report and corrected some spelling and missing information which had been discussed and agreed at the Committee meeting on the 4 December.

6.B. The Board of Trustees **approved** the Annual Accounts for 2022-23 and **agreed** that the Vice Chair of Trustees (in the Chair's absence) and Accounting Officer should sign them to be submitted to the EFSA before 31 December 2023 and lodged with Companies House.

6.C. Consider any matters arising from the accounts and audit report.

The Chair of the Finance and Resources Committee **highlighted** the "thinness" of the findings from the external auditor, and recalled the comment from the External Audit partner that although the Trust had made a small surplus this year over, 90% of other MATS made a loss or were in deficit. The Chair of Finance and resources **added** that, whilst there are concerns about funding and income which must be acted on, these may not have an impact for several years, which gives some peace of mind and time for consideration of options.

6.D. Agree the timing and format of the AGM scheduled for 10 January 2024.

The Board of Trustees **noted** that the Members would receive the external audit and accounts at the AGM on 10 January 2024. Members will have access to the recording of the meeting on the 4 December 2023 and will receive a strategic update from the Chair on the activities of the Board and Trust. All governors will be invited.

ACTION: The Governance Professional to confirm final agenda for the AGM and send invite to all governors.

Supporting Papers – [Annual Accounts](#), [Audit Findings and management response](#) and [Chair of Audit and Risk Committee](#) and [Chair of Finance and Resources Committee](#) Summaries

7. AFC Liaison Group

The Board of Trustee **received** an update from the Vice Chair of Trustees following the AFC Liaison Group meeting on 15 November 2023. The CEO, Finance Director, Chair and Vice Chair and Chair of the Finance and Resources Committee (Lead Finance Trustee) attended the meeting.

The Vice Chair of Trustees **confirmed** that they had reiterated that the Trust would not take on a site that is underfunded and which would accelerate the use of reserves to an unacceptable level. Achieving for Children (AfC) had not committed to details and remained 'woolly' about the funding, mentioning that they may be able to redirect some capital funding but that there were no significant funding options open to them. Overall, the Vice Chair felt that it was a useful meeting as it gave a clearer idea of both parties' intentions. She felt that the Board need to consider what this means and what the next steps are.

The Board of Trustees **noted** that a meeting with AFC and Headteachers had been planned for the Spring term to identify and assess opening numbers, year groups and expectations of place funding.

The Board of Trustees **agreed** that the Trust need to be clear on the numbers required for the provision to be operational and sustainable, and that these need to be worked by the CEO and Finance Director in liaison with the Headteachers. The CEO **advised** that there would be a cost before the doors of the new site could open and AfC had committed already to these costs for example, a senior leader in place a term before Strathmore School at Hampton opens. There was no agreement as yet to provide guaranteed place funding in the same way as Capella House School had been funded.

The Board of Trustees **asked** if every class would be full on opening. The CEO **explained** that there may be the opportunity to move current pupils to the new sites (for example if they are closer to home) and AfC had not yet provided indications of which year groups would need provision within the next 2-3 years. He **added** that he was working on the assumption that both schools would be full within 2-3 years of opening and all other sites would remain full.

The Vice Chair of Trustees **noted** the commitment of AfC to redraft the Memorandum of Understanding, which outlines the relationship with the Trust and AfC, and to revise the two business cases for the new sites, in finer detail. The Board of Trustees **questioned** when these would be needed for the Board to take a decision on proceeding with the sites opening. The CEO **confirmed** that working back from the sites opening in September 2025, these must

be¹ agreed by the Board in the Summer of 2024 at the latest. This would enable consideration of staffing and recruitment etc. to be undertaken. The Finance Director **confirmed** that there had been no costs included in the 2023-24 budget for this as it is proposed as 'cost neutral' with any costs incurred being covered by AfC.

ACTION: The CEO and Finance Director to advise AfC that Trust Board approval for the opening of the new sites will need to be done in the July Board meeting and they must have provided all the information which will be needed to make that decision by then.²

The Chair of the Finance and Resources Committee **advised** that his Committee had requested that the Finance Director draws up specific financial forecasts for each of the sites, so that costs can be estimated and then compared to anything that AfC provides. He **advised** that there had also been discussion at the meeting with AfC about the discrepancy of therapy funding the Carecalc funding formula (30% not covered for Capella House School). AfC had reiterated that there was no funding to cover this, but as therapy came through the Integrated Care Board (ICB), they would discuss this issue with them.

The CEO **advised** that he was chairing the meeting of the High Needs Block of the Schools Forum in January 2024. The Board of Trustees **enquired** what function this had and if there were any other routes for funding. The CEO **confirmed** that this group made recommendations for the split for the Dedicated Schools Grant across special schools and other provision. The Board of Trustees **noted** that Kerri Morgan had begun work on Outreach as a potential method of income generation and agreed that this may need to be accelerated. The paper provided with the CEO report would be discussed in more detail later in the meeting.

The CEO **advised** that AfC were undertaking a 'needs analysis' following the appointment of a new Assistant Director for SEND, Chike Nnalue at Richmond Local Authority, which is also a 'safety valve' authority, and this recognises the pressures on high needs budgets. The Board of Trustees **noted** there were few routes to feedback issues apart from through the Local Authority, even when looking at therapy funding provided by the ICB.

The Board of Trustees **noted** that there may need to be steps put in place to fully review staffing structures, however this is routinely done annually as it forms part of the budget setting process. The CEO **advised** that additionally he discusses this on a termly basis with Headteachers as a matter of course.

The Board of Trustees **noted** that the Finance Director had also been requested by the Finance and Resources Committee to investigate pensions liability and the possibility of moving to lower cost pension for new members of staff at some point in the future. Over the longer term this may reduce costs.

Supporting Papers – [AfC notes of meeting and AAT additions to the minutes](#), Finance and Resources Committee Minutes 5 December, [Chair of Finance and Resources Committee Summary](#).

8. Risk Register

¹ Post meeting note - Initial financial costings should be available for the AFC liaison meeting on 8 February 2024. Forecasts will be discussed at Finance and Resources Committee meeting on 27 February 2024 & agreed at the March Board meeting as AFC will need to sign off by end this financial year.

The Board of Trustees **received** an update on the Risk Register [[Board-23-3-07 AAT Risk Register](#)]. The CEO **reported** that the movements had been detailed in his report. He had not reduced the risk for quality of provision as although Capella House School had successfully achieved the Ofsted 'Good' standard, the upcoming leadership changes at Strathmore School may provide a risk in this area.

The Board of Trustees **requested** that overdue payments should be captured within the risk register. Although assurances had been by made AfC that this was a system glitch, it may still have a significant impact on cash flow. The Board of Trustees **noted** that the accounts indicate a better position on Cash and Debtors than the previous year, so improvements have been made.

ACTION: The CEO to add the risk of overdue payment to the Risk Register.

The Board **noted** the previously agreed action (Item 3B) to ensure a full discussion of the Risk Register at the Strategy Day and agreed that the Risk Register will be presented at every meeting as a supporting paper and reported by exception through the CEO report.

Supporting Papers – [CEO Report](#).

9. Safeguarding

The Board of Trustees **received** an update from the CEO as Trust Strategic Safeguarding Lead, the Safeguarding Link Trustee including an update from the Safeguarding Link Governor Network meeting.

The Chair of the Audit and Risk Committee **reminded** Trustees that a safeguarding audit had been arranged as part of internal scrutiny to particularly look at the arrangements at Clarendon School. Strathmore School had recently been awarded the Leaders in Safeguarding award and with Capella House School having its Ofsted inspection which judged safeguarding was effective there was assurance around these two schools. The CEO **confirmed** there would be a further external review of Safeguarding by the Local Childrens Safeguarding partnership in the summer term. He **expects** one of the areas to be highlighted is the arrangements with Twickenham School for Gateway pupils as current procedures were not formally documented.

The Board of Trustees **noted** that the Annual Safeguarding Assurance statement was approved and signed by a majority of Trustees.

The Governance Professional **advised** that all governors at Clarendon School and Trustees would receive a questionnaire from the auditors regarding safeguarding and they should complete this as soon as possible.

The Chair of Strathmore School Local Governing Board **confirmed** that the Safeguarding Link Governors had met and that there was good discussion about providing consistency of monitoring across the schools.

Supporting papers – [CEO Report](#), [Safeguarding Assurance Statement](#).

10. Trust Strategic Priorities

The Board of Trustees **received** an update from the CEO on the progress against the objectives for 2023-34. [[Board-23-3-09 Strategic Priority Update](#)]

The CEO **explained** that he had rewritten the priority two regarding developing the People Plan, which will require a great deal of work. All priorities will now be RAG rated and a further summary update will be produced for the spring term Board meeting.

The Board of Trustees **asked** what focus was being put on curriculum consistency within the schools. The CEO **advised** that all headteachers are focussing on this through their School Development Plans, but due to the students' needs within each school there were limited opportunities to develop a cross Trust consistency. He **confirmed** that leads in schools were meeting together to share practice and provide cross trust networks.

The Board of Trustees **referred** to the Therapies Report which had been provided and briefly discussed during Item 5 of the meeting. The Board of Trustees **noted** that it was a positive report, clearly presented. The Board of Trustees **requested** that it be updated through the CEO at the next Board meeting to include timescales, identification of a market and a worked business plan for outreach with input from the Finance Director. The CEO **agreed** that this was a priority for the Spring term as he had been approached to discuss providing occupational therapy for AfC.

ACTION: The CEO, Finance Director and Director of Therapies to develop a business plan for outreach which is more than cost neutral, to be reviewed by Trustees at the Board meeting on 27 March 2024.

The Board of Trustees **noted** that working in a school environment may be more attractive to employees working shifts in clinics in the NHS due to the hours. The reputation of the Trust may also assist with this.

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

11. CEO Report

The Board of Trustees **received** the CEO report [[Board-23-3-10 CEO Report-CONF](#)].

The Board of Trustees **noted** the responses and associated actions from the staff surveys and that due to the numbers of staff in each school some are less statistically significant. The CEO **confirmed** that one school did appear to be an outlier, and this was being addressed by him in conjunction with the Headteacher. It was reassuring to the Board that the awareness of the Trust had improved but they acknowledged there was still further work to ensure that its aims and vision are communicated.

The Board of Trustees **questioned** the high level of absence and persistent absentees. The CEO **advised** that current levels of absence were still below those nationally recorded for special schools. Many of the absences were due to medical appointments which had been delayed during Covid now being made. He also gave an example of where a parent may need to care for elderly parents living far away, and if there is no appropriate support for the child in the parent's absence, the child must then go with the parent.

The Board of Trustees **asked** if the level of staff absence was comparable with the same point the previous year. The CEO **confirmed** that the Finance and Resources Committee had reviewed the prior year figures with no significant difference being noted. He **added** that comparison with prior years was skewed as the reporting of Covid illnesses was different.

The Board of Trustees **received** the P2 Management accounts and **noted** they had been scrutinised by the Finance and Resources Committee. The Finance Director **advised** that the

P3 accounts would be more in line with the budgets as all adjustment to staff salaries had now been made.

There were no other matters arising from the CEO report which had not been previously discussed.

Supporting Papers – [CEO Report](#), [Management Accounts P2](#), Chair of Standards and Effectiveness and [Chair of Finance and Resources Summary](#).

12. Committee Summary Reports

11.A. The Board of Trustees **received** the summary reports from the Committee Chairs including LGB's and Chairs Group Notes [[Board-23-3-11A Committee Chair Summary Reports](#)].

The Board of Trustees **noted** the report from Capella House School Local Governing Board and reiterated their congratulations to the governors, staff and wider community on securing a 'Good' judgement at the Ofsted inspection.

11.B. There were no other matters arising from the summary reports.

Supporting draft minutes for noting

- Pay Committee – [8 November 2023](#) CONFIDENTIAL
- Standards and Effectiveness Committee- 11 October
- Finance and Resources Committee -[17 October](#) and 5 December 2023
- Audit and Risk Cttee - 4 December 2023,
- Clarendon School LGB – [21 November 2023](#),
- Capella House School LGB, 22 November 2023
- Strathmore School LGB, 20 November 2023
- Chair and Vice Chair Group Meeting - [28 November 2023](#)

13. Policies to be approved.

The Board of Trustees **approved** the following policies [Policies for Approval](#)

- i. [AAT Parental Bereavement Leave Policy \(new\)](#)
- ii. [Emergency Safety Policy \(replaces Fire Policy\)](#)
- iii. [AAT Data Protection Policy](#)

The Board of Trustees **noted** that the above policies were either statutory or belonged to a group of statutory policies (i.e. HR and Health and Safety). The Board of Trustees **wished** to review statutory policies in well in advance of a meeting requesting approval. The Board of Trustees noted **policy** amendment templates were provided when a policy was updated. It was suggested that the Policy Schedule should be updated with a Trustee link who should review the policy in conjunction with the school/trust owner well in advance of the meeting at which it needs full Board/committee approval. At this meeting the link Trustee will provide a recommendation to the Board on its approval..

ACTION: The Governance Professional is to circulate the Policy Schedule to all Trustees suggesting reviewers and inviting expressions of interest in their review, ensuring all policies have a Trustee as a reviewer, who can be consulted on amendments before the May Board meeting.

ACTION: Lorna Goodwin to provide suggestions on the criteria which may be used by Trustee reviewers before the May Board meeting.

Supporting Papers – Policy Schedule Summary and [Policies for Noting \(F&R Committee\)](#).

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

The Board of Trustees **noted** the date of the next meeting is **Wednesday 10 January 2024** at **6pm** for the **Auriga Academy Trust AGM** at **Clarendon Secondary School** (RTS Conference Room).

The next meeting of the Board of Trustees will be on **Wednesday 27 March 2024** at **6pm**.

The Vice 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.

15. Any other business previously agreed by the Chair of Trustees

See Also Confidential Appendix A to these minutes.

16. 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: Harry James
Harry James (Apr 27, 2024 11:26 GMT+1)

Email: hjames@aurigaacademytrust.org.uk
Harry James

27/04/24

Chair of Trustees

ACTIONS LOG

Number	Extract	Owner	Status	Due Date
1	The Audit and Risk Committee to lead a detailed consideration of the Trust Risks at Strategy Day and to consider arrangements for this at their next meeting in March.	PR/ A&R Cttee	Added to Agenda for A&R	01/03/2024
2	Lucinda Christian-Lim to see if there is any publicly available information which may be able to be used for comparison and consult with the CEO as necessary.	LCL		asap
3	The Governance Professional will confirm with the Chair of Trustees when the Governance Development Plan 2023-24 and Annual Governance Report for 2022-23 will be available for approval.	JA / HJ		March Board
4	The Stakeholder Engagement Link Trustee will provide a further report to the March meeting of the Board of Trustees.	AK		01/03/2024
5	The CEO and Jo Merritt to circulate success criteria from the CEO's objectives to Trustees for information.	JM / IP		Asap once agreed with Ivan as above
6	The Governance Professional to confirm final agenda for the AGM and send invite to all governors.	JA	AGM to be rearranged. Chair to confirm date ASAP	
7	The CEO and Finance Director to advise AfC that Trust Board approval for the opening of the new schools will need to be done in the July Board meeting and they must have provided all the information which will be needed to make that decision by then.	SC /IP	8 Feb – AFC liaison meeting 27/2 F&R Cttee Agenda	
8	The CEO to add the risk of overdue payment to the Risk Register.	IP		asap
9	The CEO, Finance Director and Director of Therapies to develop a business plan for outreach, to be reviewed by Trustees at the Board meeting on 27 March 2024.	IP / SC / KM		27/03/2024
10	The Governance Professional is to circulate the Policy Schedule to all Trustees suggesting reviewers and inviting expressions of interest in their review, ensuring all policies have a Trustee reviewer, who can be consulted on amendments for approval at the May Board meeting .	JA		May Board meeting
11	Lorna Goodwin to provide suggestions on the criteria which may be used by Trustee reviewers.	LG		March Board meeting

CONFIDENTIAL ACTIONS

Number	Extract	Owner	Status	Due Date
12		HJ		
13		FD	update at meeting	27/03/23





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Final Audit Report

2024-04-27

Created:	2024-04-24
By:	Julie Adams (jadams@aurigaacademytrust.org.uk)
Status:	Signed
Transaction ID:	CBJCHBCAABAA6y8XN5PJpLWPKt0RY0Emqj2L27vbci4z

"Board-23-3-00 Approved Minutes 111223" History

-  Document created by Julie Adams (jadams@aurigaacademytrust.org.uk)
2024-04-24 - 1:26:13 PM GMT
-  Document emailed to Harry James (hjames@aurigaacademytrust.org.uk) for signature
2024-04-24 - 1:26:18 PM GMT
-  Email viewed by Harry James (hjames@aurigaacademytrust.org.uk)
2024-04-27 - 10:24:58 AM GMT
-  Document e-signed by Harry James (hjames@aurigaacademytrust.org.uk)
Signature Date: 2024-04-27 - 10:26:27 AM GMT - Time Source: server
-  Agreement completed.
2024-04-27 - 10:26:27 AM GMT