

**Approved Minutes for the meeting of the Auriga Academy Trust Board held on Wednesday 27 March 2024 at 6.00pm at Clarendon School Secondary Campus (RTS Conference Room) and via Teams.**

*Items in square brackets are references to documents related to this agenda found in the folder Board-23-4 270324.*

**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.

**Trustees of the Auriga Academy Trust absent:** Lorna Goodwin.

**Clerk:** Julie Adams.

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

**Also in attendance virtually:** Jane Curzon (Chair of Strathmore School LGB), and Simon Gordon (Vice-Chair of Capella House School)

## **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 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.

Harry James declared that he was currently acting as Chair for Clarendon School.

Lucinda Chrisitan- Lim advised that she may have a conflict of interest when discussing the Outreach proposal (Item 8A) in relation to commissioning.

## **3. Minutes of the previous meeting**

3.A. The Board of Trustees noted the written resolution agreed by the Chair of the Board of Trustees on the 7 February 2024 (Board-Res- 23-1 Clarendon School Medical retirement 070224 - CONF]

3.B. The Board of Trustees **received** the minutes of the meeting of 11 December [[Board-23-4-03A Previous Draft Minutes 111223](#) and [Board-23-4-03A Confidential Previous Draft Minutes 111223-CONF](#)] and approved them as an accurate record of the meeting, noting that where minutes mention funding of new 'schools, it should be

clear that this refers to the new sites at Clarendon Meadlands and Strathmore Hampton.

- 3.C. The Board of Trustees noted that all actions arising from the last meeting had been completed or would be addressed during this meeting. Two confidential actions would be updated at the end of the meeting.

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

#### **4. Governance**

- 4.A. The Board of Trustees received and approved the Board Governance Development Plan 2023-24 and noted that some of the outstanding elements had been carried over from the previous year's plan. Trustees requested that acronyms be limited within the document. The Chair of Trustees advised that there was nothing at this point, which was significantly behind, and progress was being made in all areas.

- 4.B. The Board of Trustees noted the Stakeholder Engagement Link Trustee was in the process of speaking to all LGB Chairs and would present a report to the May Board meeting for agreement on next steps.

**ACTION:** Stakeholder Engagement to be added to the agenda for the May Board meeting.

- 4.C. The Board of Trustees received the timeline for self-evaluation of the Trust Board and LGB's, noting that it followed the same process as the previous year. The process had been discussed with Chair's at their link meeting and expectations were set on the output from the self-evaluation and how this would feed into the Strategy sessions, Governors Annual report and Governance Development Plans for the next year.

- 4.D. The Board of Trustees discussed Board Succession Planning, noting that this was an area raised by Members at the AGM.

The Chair of Trustees advised that whilst the process of electing a Chair is open to all Trustees, there had been a working assumption following the election of the Vice Chair last year that Jo Merritt would be the only candidate for the role.

Jo Merritt explained that she had considered what the role would look like, and had tried to understand everything about the Trust and the challenges affecting it during the last year, joining committees and speaking directly with individuals. She sees the role as co-ordinating, making sure things are shared and being a sounding board. Due to changes in her circumstances, she expected not to have as much time to dedicate to this as had previously been anticipated. This meant that if she were to go forward with this, some governance processes would need to be streamlined and the governance community may need to work differently.

The Board of Trustees acknowledged that there was a risk to the Trust if leadership of the Board was not planned for. This included not only the Chair role but also the

Vice-Chair. The Board of Trustees expressed concern that this discussion was occurring without the electoral process being instigated.

The Board of Trustees acknowledged that it was important to know the gaps in skills and experience that the Board needed. Trustees observed that more awareness of medical needs, representation of parents and diversity were skills which would benefit the Board of Trustees. This would be addressed through the self-evaluation process.

The Board of Trustees agreed that the process of electing a new Chair Designate and Vice-Chair Designate should be brought forward to the May Board meeting to mitigate any potential risks and provide assurance to the Members.

**ACTION:** Election of Chair and Vice chair to be brought forward to the May meeting of the Board of Trustees <sup>1</sup>

- 4.E. The CEO advised that the current School Improvement Partner, John Johnson, is likely to retire at the end of this school year. He is currently looking at options to ensure that triangulation of the schools' judgements can be independently reviewed.

The Board of Trustees agreed for the CEO to bring a proposal to the Standards and Effectiveness Committee in June, for scrutiny and recommendation to the Board.

**ACTION:** Future model for School Improvement Partner to be added to the Standards Committee meeting agenda in June.

- 4.F. The Board of Trustees noted that risk and a proposal from the Governance Professional on changes to governance should be included in the Strategy Day discussions. They agreed to review the discussions at the end of this meeting to highlight any other areas for discussion.

Supporting Papers –, Chairs Network Notes, Chair of Standards and Effectiveness Committee Summary.

## **5. School Resource Management Self-Assessment (SRMSA)**

The Board noted the submission of the School Resource Management Self-Assessment (SRMSA) [Board-23-4-05 SRMSA Submission].

The Finance Director advised that it was useful to have the engagement of Trustees in the process this year and she would follow a similar format for review next year ahead of its submission.

Supporting Papers –Chair of Audit and Risk and Finance and Resources Committee Summaries.

## **6. Risk Register and Process**

The Board of Trustees received outline proposals and timeline on the review of risk management in the Trust. The Chair of the Audit and Risk Committee explained that this is the initial stage of the process which will enable the Board to fully agree, debate

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<sup>1</sup> This action was superseded as Jo Merritt advised Trustees that she would not stand for election in the May meeting. Following checks with all Trustees an agenda item was added to recruit for Chair (and new Trustees) externally.

or change the approaches to risk, to support the CEO to translate the intentions of the Board. The classifications of appetite are in line with the governments '[Orange Book](#)'.

There will be a further paper brought to the Board meeting in May to agree the appetite descriptors for each group of risk. This will then guide the full review of the Risk Register at the Strategy Session in July.

The Board of Trustees agreed with the proposal.

**ACTION:** The May Board meeting will have an agenda item to discuss the appetite to Risk with a supporting paper from the CEO and Chair of the Audit and Risk Committee.

Supporting Papers – Risk Register, Risk Management Policy and NGA Risk Management in Trusts and Chair of Audit Committee Summary.

## 7. Safeguarding

The Board of Trustees received updates from the CEO as Trust Strategic Safeguarding Lead and the Safeguarding Link Trustee.

The CEO reported that Designated Safeguarding Lead's (DSLs) are reporting uniformly, and this information is also shared with the LGB's. DSL's also see the benefits of comparing information across schools. For example, there has been an increase in sexualised behaviour in schools and this has allowed DSLs to consider reporting on this separately.

The Board of Trustees asked if there are other categories which they need to be aware of. The CEO explained that there are many, however, these are reviewed with the DSL's and would be a duplication for Board, so only headline categories are reported. The Board of Trustees queried the meaning of the category of 'Communication' The CEO explained that these are discussions with external agencies related to safeguarding.

Following a question the CEO explained that racist incidents must be specifically reported to the local authority, and AFC have a specific mechanism for schools to do this. As a Trust he explained that schools record all incidences of prejudice against protected characteristics. The Board of Trustees requested racist incidents also be reported to them.

**ACTION:** The CEO to include reporting of racist incidents on the report.

Supporting Papers – CEO Report.

## 8. Trust Strategic Priorities

The Board of Trustees received an update from the CEO on the progress against the objectives for 2023-24. [Board-23-4-08B Strategic Priority Development Plan]

The CEO reported that there has been progress across all schools with their own School Development Plans with Capella and Strathmore on track; there had been less progress towards the Clarendon plan. He explained that with change of Headteacher, this can always be a difficult process for school staff to navigate. This had been hampered due to Niall's illness and had prevented progress occurring as rapidly as had been anticipated.

The Board of Trustees noted that more in depth discussions were on the agenda for outreach and Trust expansion. The Board of Trustees requested that it would be useful to have timescales against the priorities to enable them to have a clear perspective on their progress. The CEO advised that he would ensure this was included in the Trust Development Plan for 2024-25.

The CEO advised that some of the actions which he had completed against the plan may not have been the ones originally planned, but which had delivered the same outcomes.

The Board of Trustees **agreed** that the review of the Trust Strategic Priorities and plan for the next academic year would need to be on the agenda for the July Strategy Session.

8.A. The Board of Trustees received a Business Plan from the CEO on developing outreach (2g) [Board-23-4-08A Developing Outreach].

The CEO explained that this gave more background information for Trustees. He advised that there was an opportunity in relation to the provision of autism assessments which cost approximately £2k. The Board of Trustees asked how long an autism assessment takes. Trustees advised that the average time is 5 hours with two clinicians 'signing it off'.

The CEO advised that there were opportunities for income generation. From his discussions with others, the Integrated Care Board (ICB) and local authority are being asked to assess how they can better use their finances, and potentially change historic methods of commissioning. The Board of Trustees discussed that Hounslow and Richmond Community Healthcare had already publicly advised that they cannot provide any more therapy provision. The CEO reflected that during his discussions with civil servants and scanning the national landscape, providers such as Auriga, are being looked at to be part of the solution.

The Board of Trustees asked what the enlargement of the team would look like and over what timescale. The CEO explained that a gradual organic expansion of the team would be a preference, especially as one of the main obstacles is recruitment. He explained that there are vacancy rates with therapists of upwards of 25% and similar recruitment issues with therapist training providers.

The Finance Director advised that from the point of view of the Headteachers they are looking at one full time employee. With the planned opening of the new sites in the next year, the headcount could be absorbed by the capacity required to open the new sites, should the Outreach Business model not deliver on expectation. The Board of Trustees noted that the potential profit to costs could be up to 100%, therefore break even would be around 50% of their time.

The Board of Trustees noted the CEO's involvement with external committees (Headteacher Boards, Schools Forum etc.) and his firsthand knowledge of the needs they are expressing. They noted the challenges of 'scaling up' where demand and income cannot be guaranteed, and the provision must be commissioned.

The Board of Trustees **agreed** to recruit a full-time Speech and Language Therapist and review the Outreach business model, before any next steps are required.

8.B. The Board of Trustees received an update on Trust Expansion (3g)

The CEO explained that there had been no movement has occurred on the development of the two sites at Meadlands Drive and Hampton High. Badgers had resettled in their old sets and due to breeding season, it was unlikely that anything would progress at the Meadlands Drive site.

The CEO had another meeting with AfC, and they are becoming less certain that either building will be ready for opening in September 2025.

The Board of Trustees asked if the approval of Auriga's involvement in opening the new site without confirmed agreed funding remained an immediate issue. The CEO advised that this was not an immediate issue, however, as time progresses the Trusts reserve position is reducing. Both the CEO and Finance Director have contacted the AfC Finance team, who have not yet been asked to provide any calculations by their Directors. As AfC are going through their financial year end, it is unlikely that any figures will be provided until after April.

The Board of Trustees discussed that there had been no written confirmation that pre-opening costs would be met and deadlines for them to provide their costings had been missed.

The Director of Education had requested that the pupil profile for the sites be given and the CEO and Headteachers have been working to ensure that each site will have a clearer profile, which will provide benefits to the pupils and the Trust.

The Finance Director advised that her approach is to ensure that there is a zero-risk based approach to expansion of the Trust and that AfC will be expected to fund it at cost and the Trust will collaborate with them to understand the mechanism by which that will be. She is working on the redraft of the Memorandum of Understanding (MOU) which had been minimally revised by AfC. She was including more detail on processes and explicit ways of working, to ensure that progress which had been made on several issues from admissions to finance could not be set back with changes of personnel etc.

The Board of Trustees noted that an MOU is not a legally binding document but that it was important to establish the relationship between parties.

**ACTION:** The Board of Trustees agreed that the Chair and CEO would write to Ian Dodds, Director of Childrens Services to advise:

- Deadlines for providing funding modelling agreed at the meeting on 8 February have not been received by Auriga within the three weeks as committed to by Henry / Ian /Scott.
- The Board of Trustees confirmed at their meeting on the 27 March, their previously stated position, that they will not commit to the running of the new provision unless the income from AfC is matched by costs using the

wording used by Susie from the proposed MOU "to ensure that the income is matched and the opening of the campuses provide zero risk to the Trust and that the Auriga Academy Trust will work with AFC to ensure this is achieved).

- Trustees are becoming more concerned about the reputational risk to the Trust to the community it serves as it will not commit to anything which will further risk the sustainability of the provision already offered.

The Chair of the Strathmore LGB asked if she could share any of this information with her governors. The CEO advised that the Headteacher had participated in all meetings regarding the Strathmore expansion, and she should give an update on the progress, regularly to governors.

Supporting Papers – CEO Report(9), 5-year strategic plan, F&R summary, AFC Liaison meeting notes

## **9. CEO Report**

The Board of Trustees received the CEO report [Board-23-2-09 CEO Report-CONF].

The Board of Trustees noted that some questions had been sent directly to the CEO in advance of the meeting. The Chair of Trustees encouraged this as it leads to discussions at more depth. These questions (and answers) can be captured and shared with Trustees as part of the papers for the Board meeting.

Following a question that had been sent prior to the meeting the CEO explained that the mental health issues highlighted in the staff absence data related to non-work-related issues. This had been discussed in the Standards and Effectiveness meeting. The Board of Trustees asked if there were any changes to strategy that needed to be made to try to address these issues to understand and support individual's personalities and capacity to become resilient. The CEO explained that the HR Manager was undertaking Mental Health Lead training.

The Board of Trustees asked if the staffing reviews, had been completed, especially at Clarendon School where a budget issue had been identified. The CEO explained that the staffing review had not been concluded due to the Headteacher's illness. The Finance Director explained that there had been a genuine miscommunication regards to the staffing at Gateway which had resulted in the overspend, three members of staff who had been presumed to be agency should have been part of the permanent headcount. This combined with changes to the staffing ratios between the student's Annual Review cycle and high levels of sickness had resulted in the overspend.

The Finance Director noted that a cost to repair the windows and doors at the Primary site might be able to be funded by a grant, however there are several compounding one-off costs, such as the medical retirement.

The Chair of the Finance and Resources Committee noted that the anticipated in-year deficit is likely to increase to £650k. The Finance Director confirmed this and added that there are opportunities in the summer term to recoup some of this. She gave the example of another student joining a school which would contribute £30k income, which had not been included in the income forecast.

The Board of Trustees discussed the process for approving the budget and their previous decision to ensure that it is a balanced in-year budget for 2024-25. The CEO and Finance Director agreed that there would be significant challenges in the third-year forecast. The Board of Trustees acknowledged that any plan proposed would need to come from the Senior Leadership (CEO and FD). The CEO confirmed that he would not propose any plan which would lead to unsafe environments for students or staff.

The Board of Trustees agreed that they would wish to consider smaller cost reductions which started sooner than Year 3, and that these and the budgeting assumptions should be considered in detail by the Finance and Resources Committee for recommendation to the Board meeting in July.

9.B. The CEO advised at as part of his performance management he had been asked to articulate the Trust Values. He had advised that whilst these had not been written down, they were widely embraced and enacted throughout the Trust.

The Board of Trustees agreed if it would be a useful exercise to include these in the strategy day discussions, as perhaps a way of engaging more widely with the Trust stakeholders by way of a communicable Values Statement. [Board-23-4-09B Values Statement]

## **10. Finance**

The Board of Trustees received update on year-end position and review of management accounts against revised budget to 30 February (P6) and noted that issues raised have been discussed during the previous item.

Supporting Papers – P6 Management Accounts, Questions from the Chair.

## **11. Committee Summary Reports**

The Board of Trustees is recommended to:

11.A. The Board of Trustees received the summary reports from the Committee Chairs including LGB's and Chairs Group Notes [Board-23-4-11A Committee Chair Summary Reports]

11.B. The Board of Trustees noted the report from the Chair of the Audit and Risk Committee that the results from the internal audits presented at their recent meeting, had been, in the opinion of the Auditor, "the best she had seen in her 20-year career".

The Board of Trustees enquired from the Vice Chair of Capella House School the comment that the Board should consider the second order and long-term consequences of decisions they make relating to strategic issues. The Vice Chair of Capella House School LGB confirmed that it was to ensure the Board were making decisions about strategic direction which considered the impact on existing provision. He would report back that he saw this was being considered at Board level, through the prior discussions on expansion and outreach.

Supporting draft minutes for noting



- Audit and Risk Cttee – 12 March 2024,
- Standards and Effectiveness – 12 March 2024 ,
- Finance and Resources - 17 October 2023
- Clarendon School LGB, 28 February 2024,
- Capella House School LGB, 27 February 2024
- Strathmore School LGB, 26 February 2024
- Chair and Vice Chair Group Meeting, 5 March 2024 (04)

### 11. Policies to be approved.

The Board of Trustees **received** the Safer Recruitment Policy and approved the changes. The Board of Trustees noted the amendments to the Flexible Working Policy. Supporting Papers – Policy Schedule Summary and Working document

### 12. Impact of meeting, planned actions including meeting dates and feedback.

The Board of Trustees reflected on the discussions at the meeting and agreed that areas for discussion at the Strategy Session would include Risk and Governance as previously agreed. They would also consider the values statement, Succession Planning for workforce and the overarching continued sustainability of the Trust.

The Board of Trustees **noted** the date of the next meeting is **Wednesday 8 May 2024** at **6pm** at **Clarendon Secondary School** (RTS Conference Room).

### 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.]*

*Harry James*

Harry James (Aug 12, 2024 10:17 GMT+1)

Chair of the Board of Trustees

## Actions arising from this meeting

Number	Extract	Owner	Status	Due Date
1	Election of Chair and Vice chair to be brought forward to the May meeting of the Board of Trustees	JA / All	Superseded	
2	CEO to bring a proposal to the Standards Committee regarding the future model for school improvement partner to then recommend an option to the Board	IP		19/6/24 (meeting 26/6/24)
3	Ivan/Paul R will present to the board their understanding of how the current risks fit into the new categories/appetite framework. The initial form will be based on Ivan's current interpretation of the board's appetite across the categories and this will be an opportunity for trustees to agree or modify those assumptions.	PR/IP		
4	IP to add specifically racist incidents to the incident recorded on CPOMS	IP		
5	Chair & CEO to write a formal letter to Ian Dodds to advise - Deadlines for providing funding modelling agreed at the meeting at 8 February have not been received by Auriga within the three weeks as committed to by Henry / Ian /Scott(?) - The Board of Trustees confirmed at their meeting on the 27 March, their previously stated position, that they will not commit to the running of the new provision unless the income from AfC is matched by costs (....the wording used by Susie from the proposed MOU could be included- "to ensure that the income is matched and the opening of the campuses provide zero risk to the Trust and that the Auriga Academy Trust will work with AFC to ensure this is achieved). - Trustees are becoming more concerned about the reputational risk to the Trust to the community it serves as it will not commit to anything which will further risk the sustainability of the provision already offered.	IP / HJ		
6	LCL to discuss recruitment questions ideas with JM	LCL / JM		
7	Ideas for Strategy Planning session to include Governance Proposal, Values Statement, Succession Planning, sustainability (including ESG)	All / HJ / JM		03/07/2024







# Board-23-4-00 Approved Minutes 270324

Final Audit Report

2024-08-12

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