

Approved Minutes of the meeting of the Auriga Academy Trust Board held on 18 September 2024 at 6.00pm at School Clarendon Secondary (RTS Conference Room) and via Teams

[Link to Teams Meeting](#)

[Link to Papers](#)

Key:- ➤ Note; ⦿ Discussion; ☑ Discussion and Decision; **XX** Sponsor/Lead; **X mins** allotted time.

Items in square brackets are references to documents related to this agenda found in the folder Board-24-1 180924.

Trustees of the Auriga Academy Trust in attendance: Sarah Baker, Chris Euden, Lorna Goodwin, Paul Giuffredi, Rebecca Gonyora (from Item 2), Jonathan Pallas (Chair), Ivan Pryce (Chief Executive Officer) and Paul Roberts.

Trustees of the Auriga Academy Trust in attendance virtually: Lucinda Christian-Lim.

Also in attendance: Susie Connor (AAT Finance Director), and Andy Whiteside (Chair of Capella House School and Trustee designate).

Also in attendance virtually: Jane Curzon (Chair of Strathmore School LGB), Niall Brady (Chair of Clarendon School LGB) and Simon Gordon (Vice Chair of Capella House LGB).

Clerk: Julie Adams.

1 Welcome, apologies, declarations of interest and items from the Clerk

The Chair of the Board of Trustees **welcomed** attendees to the meeting, noting it was his first meeting as Chair.

The Board of Trustees **welcomed** Chris Euden to the Board following his appointment by Members.

- 1.A The Board of Trustees **noted** that no apologies for absence had been received.
- 1.B The Governance Professional **circulated** a personal details form, which included the current declarations held to each Trustee. She **advised** that there had been an update within the Academy Trust Handbook to the definition of close family relationships to include "Family members who may be expected to influence, or be influenced by, that person in their dealing with the Trust". She **requested** that all Trustees update their register of Interests(declarations) on GovernorHub (**ACTION**). Governors will also be requested to do this at their upcoming LGB meetings, and a full Register will be presented to the next Board meeting for review (**ACTION**). The Chair **highlighted** that the declarations must also include the previous 12-month period.

There were no declarations of interest made to any other item on the agenda.

2 Minutes

2.A The Board of Trustees **received** the draft minutes of the meeting held on 15 July 2024 [Board-24-1-02A Previous Draft Minutes 150724.pdf](#) and **approved** them as an accurate record of the meeting.

2.B The Board of Trustees **noted** the completed actions from the previous meeting

Number	Extract	Owner	Due Date
1	2023-24 Governance Development Plan to be updated and Annual Trust Report to be drafted to accompany the Annual Accounts	HJ	On agenda
2	Core Group to meet to further develop the Trust Objectives	IP / SC / JP / PR	Completed
4	Updated Scheme of Delegation, Terms of Reference, Agenda Plans and Operational procedures reflecting the approved governance proposals to be presented for approval at the next Board meeting	JA / JP	On agenda
5	Comms to be sent to stakeholders regarding the progress of the development bordering Clarendon and Capella Secondary site at Egerton Road	IP	Completed

ACTION #1 The Chair of Trustees **noted** that, whilst the Governance Development Plan was on the agenda, he will draft for review at the next meeting in October (**ACTION**)

2.C The Board of Trustees **noted** the actions arising from the previous meeting that were incomplete.

Number	Extract	Owner	Due Date
3	Risk Management Policy to be reviewed and presented for approval to the Board	IP / PR	17/10/24
6	Board Committees to consider arrangements to propose Vice Chairs during the next academic year.	All Trustees	ongoing
7	Governance Professional to draft a Stakeholder Link Trustee role description to be agreed at the next Board meeting	JA / JP / PR / AW	18/9/24

ACTION #s 3 and 6 will be carried forward.

ACTION 7 The Governance Professional **advised** that this had not yet been completed. The Board of Trustees **agreed** that further work on this would come out of discussions over the next few months. This action would also be carried forward (**ACTION**).

2.D There were no other matters arising that are not covered elsewhere on the agenda.

3 CEO Update

The Board of Trustees **received** an update from the CEO. The CEO **explained** that a full update from schools would be included in his report to the October meeting.

The CEO **explained** that Clarendon and Capella House Schools external accreditation had been roughly as expected in almost all areas. Headteachers were considering points of learning to improve for next year's cohort. He would be giving a more detailed report to the Standards and Effectiveness Committee.

The CEO **confirmed** there are 349 pupils on roll at the start of term and this will increase in the next couple of weeks. He **reminded** Trustees that last academic year there had been over 500 consultations for places in the schools with only 25 available, highlighting the demand and desire of parents to come to our schools. The Board of Trustees **asked** if multiple consultations for one child are still being sent by the Local Authorities. The CEO **advised** that this had improved but the processes which had been put in place with Auriga Trust Pupil Admin had meant that 'triaging' of applications and then the appropriate school staff assessing the young person has been more efficient.

The CEO **provided** an update on the building projects at Clarendon School and Strathmore School. He **reported** that the search for a contractor for the Strathmore plan at Hampton Hill is still ongoing. Due to the relatively small scale of the contract, it is not attractive to them.

Over the summer, it was highlighted that the Clarendon design did not meet the Building Bulletin 104 which was revised since the original plans had been created. This relates to the design of indoor and outdoor spaces for disabled children and children with special educational needs. These have been redrafted in consultation with the current Headteacher and representatives of Kier Construction Group. The CEO **provided** assurance that the footprint of the building had not changed and due to the Headteacher having a better understanding of the school's needs now, this is a positive development. Following a recent meeting, the quantity surveying would commence soon but an exact timeline has not been put forward.

The Board of Trustees **asked** if the expected opening dates remained September 2025. The CEO **advised** that this was likely to be September 2026. He **informed** Trustees that he was exploring with Achieving for Children (AfC) the option of creating further teaching space using demountables ('Portacabins') for either Capella or Clarendon Secondary or both in their playground space. The Board of Trustees **acknowledged** the positive appetite and demand from AfC for this and asked if AfC would be willing to put in the required funding. The Finance Director **explained** that they would be using capital funding for it and would also require assurances from AfC if the project were to go ahead.

The Board of Trustees **discussed** that there may be concerns from staff, pupils and the parent community about the use of demountables noting that it could be perceived to be a 'second rate' space and the need for engagement with these groups in any decisions. The CEO **acknowledged** these concerns and advised that quality of demountables had improved, Careful consideration would be given to the proposal including the use of the space, for example to use as an Art space, so children would not be permanently located there. He **explained** that the timeline for opening this would be September 2025.

Rebecca Gonyora joined the meeting.

The Board of Trustees **enquired** as to the staffing situation in schools at the start of term. The CEO **confirmed** that not all expected staff have returned after the summer break but that this has not led to significant challenges to the operation or safety of the schools. He had met with all Headteachers, and a full staffing report would be included in his CEO report to the next Board meeting **(ACTION)**.

4 Trust Development Plan

- 4.A The Board of Trustees **received** the detailed Trust Development Plan 2024-25
- 4.B [Board-24-1-03A Trust Strategic Objectives 2024 - 2029.pdf](#) and **discussed** monitoring arrangements for it.

The CEO **explained** that following the last Board meeting he had met with the Chair and Vice-Chair to capture all the discussion from the Strategy Session. The Board of Trustees **advised** they were happy with the resulting document presented today and felt that their input had been captured.

The Board of Trustees **discussed** that the Quality of Provision was on Page 4 of the document and if this is shared with other stakeholders may be perceived to be a lower priority for the Board. The Board of Trustees **understood** that the rationale for all items on Pages 4 and 5 are that they are 'non-negotiables' for the Board therefore they fall into their monitoring responsibilities. The Strategic Objectives (pages 1-3) reflect the 'steering' of the organisation's future objectives.

The CEO **advised** that updates would be provided for monitoring to the Board or its committees as appropriate.

The Chair of Trustees **commented** that there had been discussions about financial stability which included growth, merger or expansion of services but it is for the CEO to assess opportunities within those categories to present to the Board. The CEO **advised** Trustees that drivers for schools to join academy trusts area are limited due to the lack of so-called 'failings schools' in London and the lack of political impetus to do so. Many schools Governing Boards which are not already part of a Trust are adamant that they will not consider this as an option.

The Board of Trustees **enquired** if the CEO has any preference when considering a merger with a special school or maintained school. The CEO **commented** that nothing should be ruled out. The Board of Trustees **re-iterated** their opinion that culturally any options explored had to be a good fit for the values of the Trust, add capacity to Auriga for Auriga learners and community and for this arrangement to be reciprocal. The Board of Trustees **discussed** the benefits of being in the position currently to control these discussions, where in Trusts with significant financial / performance difficulties these may be 'forced' to change by the DfE.

The Board of Trustees **agreed** the Trust Development Plan and noted that key markers, milestones and measures would be added in future updates of the Plan which would be presented alongside the CEO report to every Board meeting **(ACTION)**.

- 4.C The Board of Trustees **received** an update on arrangements for its partnership with AfC and Beckmead Trust in relation to Tangle Park [Board-24-1-03C Tangle Park Update 2024.09.18.pdf](#).

The CEO **explained** that 7 children had joined the school, one child had been withdrawn by the parent and placed in another school. As explained in his update there had been a few unexpected teething problems with the Management Information System, which are being addressed. The CEO **confirmed** that the dates of the Management Committee have been set and he intends to visit the site in the next couple of weeks.

The Board of Trustees **asked** if the amount of time he was involved with project was as expected. He **advised** that his involvement had been in line with expectations. The Finance Director **advised** that the agreement with AfC was to ensure that duplication of work was eliminated for example multiple attendees from Auriga attending meetings and therefore a doubling of costs incurred.

The Board of Trustees **asked** if there was anything in the CEO's experience to date which changed his view of the positive impact of the project previously outlined to the Board. The CEO **advised** that the Beckmead Trust are keen to engage with Auriga. He has asked Auriga Headteachers to think about their pupils SEMH needs, so that a plan for how the engagement will happen. Potential methods for this would be reciprocal classroom observations being arranged or meetings with teachers to review support for traits related to SEMH need and vice versa for moderate learning difficulties. The CEO had researched SEMH needs of pupils on their Educational Health and Care Plan Auriga and would share with Trustees **(ACTION)**.

The Board of Trustees **noted** that it would be useful to understand the funding model in place between AfC and Beckmead for Tanglely Park. The Finance Director **expected** that this was likely to be a block funding arrangement, like that in place when Auriga developed the Darrel provision. It would be unlikely that any detail would be made available to Auriga.

The Board of Trustees **requested** that future updates from the CEO are structured against the initial proposal principles **(ACTION)**.

Supporting Papers: [3C Beckmead Tanglely Park Project.pdf](#)

5 Finance

- 5.A The Board of Trustees **received** an update on year-end position and reviewed management accounts against revised budget to 31 July (P11) [The Auriga Trust 23.24 P11 Mgt Accs.xlsx.url](#)

The Finance Director **confirmed** that the P11 Management Accounts had been circulated and questions posed by the Chair of the Finance and Resources Committee had been included in the papers. She **reported** that she is currently working with her team on the Year end – the balance sheet for these closes on Monday and final P12 accounts are due to be available in early October.

The Finance Director **drew** the Board's attention to agency costs and her growing awareness that due to the levels of invoicing received, this may affect the projected deficit negatively. The Board **noted** that the expected deficit in 2024-25 had been

expected in the region of £7-800k The Board of Trustees **noted** that in most cases there would be a corresponding saving in budget lines where a vacancy is held. The Finance Director **agreed** that some of this would be offset in this way. She is working to develop a common language between the schools, HR and those booking agency employees to assist with the reduction of agency costs.

Concurrent to the end of year process, her team is preparing the revised 2024-25 budget. This reflects actual pupil numbers, staffing and confirmed 5.5% funding for the teachers pay award and funding for special schools. Following a **question** from Trustees, the Finance Director **advised** that no additional government funding had been agreed for the support staff pay award, and that the proposed 7% offer had been rejected by two unions on behalf of their members.

The Board of Trustees **asked** if agencies were passing on the Teachers Pay Award. The Finance Director **stated** that this was happening for teachers, although some agencies had not increased their rates to Auriga. She has been working to establish a preferred supplier list for agency staff so that more beneficial rates and/or terms could be agreed.

The Board of Trustees **noted** that some larger trusts operated a bank of staff on zero hours contracts to provide cover. The Finance Director **explained** that this is in place for individuals who have limited availability due to other work. The Chair **commented** that rules relating to zero hours contracts are likely to be changed in the coming months.

The Chair of the Strathmore Local Governing Board **asked** if the Finance Director could provide an update on Carecalc in terms of how it is working. The Finance Director **advised** that it has not progressed any further. AfC have put together a proposal of how to resolve the discrepancies, and whilst being sensible there was no timeline. This would have an implication for cash-flow. Currently, invoices are being generated 'on account' and there will be a 'true up' in the summer term from all the annual reviews and an adjustment will be invoiced. Administering it in this way is more efficient for the Finance team.

The Finance Director **explained** that there remains a challenge from Kingston Local Authority regarding being treated as 'Out of Borough' and advising us that because they use Carecalc Auriga should too. The Finance Director had to concede on this issue for Capella House School as otherwise funding for therapy would not be provided. The Board of Trustees **noted** that this had limited Auriga's options.

Supporting Papers: [4A Questions from the Chair P9 .pdf.url](#), [4A Questions from the Chair P10.pdf.url](#), [4A Questions from the Chair P11.pdf.url](#),

- 5.B The Board of Trustees **received** the Academy Trust Handbook (ATH) 2024 [Board-24-1-04B Academy Trust Handbook.url](#) and noted that they are required to read this as part of their Trustee role. Trustees are required to attest to having read the ATH on GovernorHub. **(ACTION)**

6 Governance

6.A The Board of Trustees **received** the documents listed below:

- **Articles of Association** for review by the DfE and subject to their agreement, recommendation to Members to amend.
- **Board and Committee** membership.
- **Scheme of Delegation** including the Terms of Reference and Agenda Plans.
- **Operating Procedures** for the Board and Committees including **Virtual attendance Procedure**
- **Trustee and Governors** Code of Conduct
- **Trustee and Governor Privacy Notice** and **Expenses Policy** (for noting only)
- **Training Guide** (for noting only)
- **Governance Development Plan for 2024-25**

The Board of Trustees **noted** the Governance Development Plan for 2024-25 that an action has already been agreed during Item 2.

The Chair has **engaged** with stakeholders, including governors, to clarify the proposals and solicit comment and suggestions. A consultation process is now being undertaken and will be concluded before the next TB meeting in October.

The Chair **proposed** that:

- i. The local tier of school focussed governance is called Local Governing Body(ies) – this reverts from Academy Committee and is a slight change to current terminology which refers to Boards and will enable the acronym LGB's still to be used.
- ii. Individuals serving in LGB's would continue to be called 'governors'.

The Board of Trustees **agreed** to make these amendments to the proposal.

The Chair, in relation to elected Parent governors, proposed that the original proposal remains, but that where there are specific circumstances / criteria, LGB's may request a change to have two elected parent governor positions. The Board of Trustees **asked** if this was something that they would be able to reflect within its legal documentation. The Governance Professional **advised** that wording such as 'at least one elected parent governor' could be used and a composition document outlining agreed numbers for each LGB approved by the Board.

Following a **query** from a Chair of an LGB regarding the provision in the Articles of Association regarding maintaining 'two elected Parent Trustees at Board level or two parent governors on each LGB', the Governance Professional **advised** that an initial enquiry to the DfE had been made seeking their view on the anticipated changes. In their response, the DfE indicated their likely approval based on the rationale provided, but that approval would need to be formally made by both the DfE and Members when the proposed changes are finalised.

In the respect of Trust Appointed Governors, there had been no specific objections received. The Chair **expected** recruitment to these positions to be predominantly undertaken when the next two vacancies arose from current LGB members.

The Board of Trustees **agreed** that the proposed Governance and Nominations Committee would agree the criteria / circumstances and 'soft implementation' process for both these roles. The Board of Trustees **agreed** to amend the proposal for elected parent governors and Trust appointed governors as outlined above.

The Chair **recommended** that proposal is amended to remove all members of staff from the LGB, including the Headteacher (as detailed in the original proposal) and all other staff governors. Following a **question** from Trustees, the CEO **confirmed** that the Headteachers would be required to attend all LGB meetings, in a similar way to him being required to attend all Board and Committee meetings. The Chair explained that this would also be achieved through a 'soft implementation' and would again be co-ordinated by the Governance and Nominations Committee.

The Board of Trustees **discussed** the rationale for this change. The Chair **explained** that in the charity sector staff on Boards is not permitted, as conflicts of interest are very difficult to effectively manage. He **commented** that in some ways staff being on the LGB had drifted into a means of engagement with staff and this did not reflect the broader methods of engagement which the LGB's should be using – staff surveys, presentations from staff, observing meetings, link governor visits etc. The CEO **added** that he was aware of differing views expressed by current staff governors from wishing to remain on the LGB and delighted to move away from it. The Chair **reflected** that his impression was that there needed to be improved communication with parents and staff.

A Chair of Governors wished to **highlight** the importance of being a staff governor for their professional development as this had encouraged two staff members to apply for and take on leadership roles in the school.

The Board of Trustees **agreed** to amend the proposal to remove all staff governors from the Board, subject to a 'soft implementation' agreed by the Governance and Nominations Committee.

The Board of Trustees **agreed** to establish the Governance and Nominations Committee with an initial membership to address implementation of the revised proposal, future membership of the Committee and develop its terms of reference.

The Board of Trustees **noted** that the Virtual Attendance Procedure stated that 'Virtual attendance would only be used when necessary and it is not to be used as the default method of attendance'. The Board of Trustees **reflected** that Board Committees had and worked well last year, predominantly meeting virtually. The Governance Professional agreed that flexibility in this area and must support Trustees and governors to fulfil their roles. The Board of Trustees **agreed** to amend the wording to reflect this and that all Committee Chairs would review the effectiveness of this for their Committee at their final meeting of the academic year.

The Board of Trustees **noted** the importance of ensuring that attendees are in a confidential space is extremely important.

The Board of Trustees **agreed** that the Clause within the Articles of Association relating to the CEO as a Trustee should not be removed.

The Board of Trustees **agreed** the governance documents listed above, subject to the changes to the original proposal detailed above. These draft documents will be circulated to LGB's to be discussed at their meetings w/c 30 September 2024. LGB Chairs would be asked to feedback comments to the Chair of Trustees by 11 October 2024, to allow formal approval and adoption to occur at the next Board meeting on the 17 October 2024 (**ACTION**).

- 6.B The Board of Trustees **noted** the timeline for updating and agreeing the process for review of the submission of the Trustee Report and Governance Statement for the Annual Company Accounts.

The Board of Trustees **agreed** that initially the Finance Director, Governance Professional and Chair would meet agree how this would be undertaken (**ACTION**). The Chair of the Audit and Risk Committee **advised** he would also be happy to be involved in drafting the reports.

The Board of Trustees **noted** the meeting scheduled on 10 December 2024 with the External Auditors, to receive the Annual Accounts, Audit Report and Management Responses, in advance of the formal approval by the Board on 17 December 2024.

The Board of Trustees **queried** the definition which would be used by Auditors to determine a 'going concern'. The Finance Director **explained** that the Auditors provide assurance that the Trust will be in operation in twelve months time.

Supporting Papers: [5B Annual governance statements_GovernorHub.pdf](#), [5B Academy accounts_a guide for trustees_GovernorHub.pdf](#), [Academy Trust Governance Guide](#)

7 Approval of Policies / Statements

The Board of Trustees **approved** the Auriga Academy Trust Keeping Children Safe Policy 2024-25 and noted that this is based on the Kingston and Richmond Safeguarding Children Partnership's model. Schools will replicate this and modify reflecting names and roles in their particular settings.

- 7.A [Board-24-1-07A AAT Trust Keeping Children Safe Policy 2024-2025.pdf](#)

The Board of Trustees noted the AAT Code of Conduct and highlighted that Appendix one was omitted. The Finance Director had picked this up and would rectify (ACTION). The Board of Trustees noted the Bring your own device Policy

8 Correspondence

The Board of Trustees **received** the ESFA letters of the 31 July and 11 September 2024. The Board **noted** they had discussed the Academy Trust Handbook earlier in the meeting and there was no clear indication of the impact of the ESFA moving into the DfE currently.

9 Review impact, planned actions and agree feedback to the LGB's

The Board of Trustees **agreed** the meeting had been productive and acknowledged that the governance proposal had highlighted the value and need for consultation and had been a lesson learned. ,

The Board of Trustees **noted** the actions arising (below).

Number	Extract	Owner	Due Date
1	All Trustees update their register of Interests (declarations) on GovernorHub	ALL	By 6/10/24
2	A full Register will be presented to the next Board meeting for review	JA	17/10/24
3	The Chair of Trustees noted that whilst the Governance Development Plan was on the agenda he will draft for review at the next meeting in October	JP	17/10/24
4	Risk Management Policy to be reviewed and presented for approval to the Board	IP /PR	17/10/2024
5	Board Committees to consider arrangements to propose Vice Chairs during the next academic year.	All Trustees	ongoing
6	Governance Professional to draft a Stakeholder Link Trustee role description to be agreed at the next Board meeting	JA	17/10/2024
7	A full staffing report would be included in his CEO report to the next Board meeting	IP	17/10/2024
8	Key markers, milestones and measures would be added in future updates of the Strategic Objectives Plan which would be presented alongside the CEO report to every Board meeting	IP	17/10/2024
9	The CEO had researched SEMH needs of pupils on their Educational Health and Care Plan Auriga and would share with Trustees	IP	with draft minutes
10	Future updates from the CEO on the Tangle Park provision are structured against the initial proposal principles.	IP	17/10/2024
11	Trustees to read the ATH and required to confirm this on GovernorHub	All Trustees	17/10/2024
12	Draft governance documents will be circulated to LGB's to be discussed at their meetings w/c 30 September 2024. LGB Chairs would be asked to feedback comments to the Chair of Trustees by 11 October 2024, to allow formal approval and adoption to occur at the next Board meeting on the 17 October 2024	JA / LGB / JP / Board	17/10/2024
13	Finance Director, Governance Professional and Chair would meet agree how preparation of the Annual Accounts Trustee statement would be undertaken	SC /JA /JP	ASAP
14	The Finance Director to include missing Appendix 1 to the Code of Conduct for Staff	SC	ASAP

10 Confidentiality

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

The date of the next meeting is **17 October 2024**

Jonathan Pallas
Jonathan Pallas (Oct 21, 2024 15:16 GMT+1)

Jonathan Pallas

21/10/24

Chair of Trustees






Board-24-1-00 Approved Minutes 180924

Final Audit Report

2024-10-21

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