

Approved Minutes for the meeting of the Auriga Academy Trust Board held on Thursday 17 October 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-24-2 171024.

Trustees of the Auriga Academy Trust in attendance: Lucinda Christian-Lim, Paul Giuffredi, Rebecca Gonyora, Jonathan Pallas (Chair), Paul Roberts and Andy Whiteside.

Trustees of the Auriga Academy Trust in attendance virtually: Sarah Baker, Chris Euden and Mark Roe.

Trustees of the Auriga Academy Trust Absent: Lorna Goodwin.

Also in attendance Ivan Pryce (Chief Executive Officer), Susie Connor (AAT Finance Director), Jane Curzon (Chair of Strathmore School LGB - virtually), Niall Brady (Chair at Clarendon School - virtually) and Simon Gordon (Chair of Capella House School - virtually).

Clerk in attendance: Julie Adams.

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

- 1.A The Board of Trustees **received** apologies for absence from Lorna Goodwin and agreed to consent to her absence.
- 1.B The Board of Trustees **received** the Members Resolutions appointing Chris Euden, Andy Whiteside and Mark Roe.
[Board-24-2-01B Mem-Res-24-01 Appointment of Trustees - signed.pdf](#)
[Board-24-2-01B Mem-Res-24-02 Appointment of Trustees - signed.pdf](#)

The Board of Trustees **welcomed** the new Trustees, and all attendees introduced themselves. The Chair **noted** that the recent appointments had completed the work of the Trustee Recruitment Panel. The Board of Trustees **noted** that Andy Whiteside also now took the Co-Vice Chair role, with Paul Roberts as previously agreed in the July Board meeting.

The Chair **advised** that he was now working on recruitment to Member roles with the Governance Professional, with ongoing conversations with a number of potential candidates. He had also established some links with Hampton School.

The Board of Trustees **welcomed** Simon Gordon to the meeting and **ratified** his appointment as Chair of the Capella House LGB, following their election.

- 1.C The Chair **reminded** all members of the Board that they must abide by the Auriga Academy Trust Declarations of Interest Policy and should **declare** if they have an interest in any matter that comes before them. Lucinda Christian-Lim **advised** that she is the

Head of Children and Young People at South-West London Integrated Care Board. Chris Euden **advised** he is the delivery Director for Data and Analytics for Guys and St Thomas' NHS Trust. There were no other declarations made.

2 Minutes

2.A The Board of Trustees **received** the draft minutes of the meeting held on 18 September 2024 [[Board-24-2-02A- Previous Draft Minutes 180924.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
2	A full Register will be presented to the next Board meeting for review	On agenda	17/10/24
4	Risk Management Policy to be reviewed and presented for approval to the Board	On agenda	17/10/2024
7	A full staffing report would be included in his CEO report to the next Board meeting	On agenda	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	Completed	with draft minutes
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	Completed	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
13	Finance Director, Governance Professional and Chair would meet agree how preparation of the Annual Accounts Trustee statement would be undertaken	SC /JA /JP	On Agenda
14	The Finance Director to include missing Appendix 1 to the Code of Conduct for Staff	SC	Complete

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

Number	Extract	Owner	Due Date
1	All Trustees update their register of Interests (declarations) on GovernorHub	ALL	By 6/10/24
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
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
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

The Chair **advised** that Actions #1, 5, 6 and 11 would be evolving over the coming months.

ACTION #3 The Chair **advised** that he would be reviewing the Governance Development Plan over the next week and would bring for review to the December Board meeting.
(ACTION)

ACTION #10 The CEO **noted** that there was a short report on Tangle Park in his report. The Board of Trustees **agreed** that future reports/ updates will focus on the four particular objectives for their agreement to Tangle Park, so that the benefit of the exercise can be clearly demonstrated. **(ACTION)**

2.D The Chair **reported** that he had completed annual performance reviews for all Headteachers. He **thanked** Chairs of Governors for also supporting that process and advised that it had been extremely useful for him to develop a better understanding of the workings of the schools. The Chair **confirmed** that the process had been both rigorous and robust. These meetings had followed the format for maintained schools and did not include any formal opportunity for the Line Manager to provide written comments. The Board of Trustees **noted** that the Chair and CEO would be working to revise the process for Headteachers only in preparation for the 2024-25 cycle. These proposals would be brought to the December Board meeting **(ACTION)**.

3 CEO Report

The Board of Trustees **received** a report from the CEO [[Board-24-2-03 CEO report 24.10.2024.pdf](#)] which included Items 3A-3I.

- 3.A Current Context
- 3.B Risk Register and commentary.
- 3.C General Update
- 3.D Tangley Park
- 3.E Safeguarding including approval of Annual Safeguarding Assurance Statement 2024-25
- 3.F Staffing summary
- 3.G Trust Strategic Objectives
- 3.H INSET Day Follow up.
- 3.I Staff Training including approval of the Staff Training Proposal.

The CEO **presented** his report. He **advised** that following changes to the Ofsted inspection and reporting process, and specifically the removal of the single word overall grade, self-evaluated Ofsted judgements will be removed from future CEO reports. These would remain key for the LGB's and their Headteacher and SIP reports. He **explained** that a consultation from Ofsted on the new grading system and how they intend to change will be launched in December. He will report any key issues to the Board in the December meeting should it be released in time **(ACTION)**.

The CEO **explained** that he was meeting with Headteachers in the next week to discuss specific school risks for the risk register. The Board of Trustees **noted** that the Trust Strategic Objectives addressed Risk AUR 10 'Unable to maintain financial viability'.

The Board of Trustees **queried** when the schools are expecting their next inspections. The CEO **advised** that Strathmore School is before January 2026, Clarendon School is before April 2026 and Capella House School will be at some point in 2026.

The CEO **advised** that there is a great deal of active work being undertaken with safeguarding, especially to understand the disparities in reporting between schools. He had also met with the Safeguarding Link Trustee. The Board of Trustees **approved** the Annual Safeguarding Statement of Assurance 2024-25.

The Board of Trustees **queried** the outcome of Business Continuity simulations scheduled for the previous term. The CEO reported that the tests had taken place and agreed to forward reports on the exercises. The CEO explained that further tests were planned.

The Board of Trustees **thanked** the CEO for including the staffing information, particularly the information on reasons for leaving. The Board of Trustees **highlighted** the high turnover of support staff vacancies and asked if there had been any resolution to the salary negotiations for support staff. The CEO **advised** that they are still waiting for the Government to confirm the annual inflationary pay increment. The Board of Trustees **asked** if there was a good understanding of the reasons for support staff resignations. The CEO **explained** that there were several reasons, working with SEN children does not work for everyone, better rates of pay in other sectors and general recruitment shortages across education. He **noted** that having some agency staff was useful in being able to see their abilities before potentially employing them and to ensure there was flexibility where there was pupil movement/ illness.

The Board of Trustees **noted** that the rate of 'churn' for staff appeared to be every four years; they suggested that a measure for how well the Trust performs in this area could be analysis of length of service. The Board of Trustees **noted** that nationally rates are 19.5% for large MATS, and 14.5% for maintained schools. The Board of Trustees **requested** that annual reporting of this would be useful for them, noting that as it is a special school trust, comparing with national information may not be useful, but that even comparing between Trust Schools may be beneficial **(ACTION)**.

The Board of Trustees **noted** the extremely high and concerning numbers of consultations for placement received, despite streamlining of the internal processes and asked if any additional measures could be implemented to support the schools. The CEO **explained** that as the Local Authority must adhere to the law, there is little which can be done to further expedite the process. He **highlighted** an example of an inappropriate naming of Strathmore School on an EHCP by a parent for a pupil who was undertaking GCSE's. The Local Authority is then duty-bound to request the place at the named school, even though it is aware it would not meet needs. The Board of Trustees **asked** which other boroughs consultations came from. The CEO **advised** that they come from as far away as Wokingham and Slough.

The Board of Trustees **reviewed** the Trust Strategic Objectives and noted the Key Performance targets which had been added. The Board of Trustees **noted** the number of objectives and were reminded that these were for completion over the 5 years. The CEO **advised** that he will provide updates within each of his CEO reports to Board and the full document will be reviewed in its entirety at the Strategy Session at the end of the year. The Chair **added** that his monthly meetings with the CEO will be structured around the KPIs and any substantial items which need to be discussed.

The Board of Trustees **reflected** on the previous strategy session and queried if Item 3Av "Investigate expanding provision, e.g. SEMH" accurately reflected the Board's decision that a more holistic approach to this type of provision be offered, for example SEMH and nursing therapies in addition to Occupational Health and Speech and Language. The CEO **advised** that this objective related more to expansion of premises rather than the expansion of services provided by the Trust. The CEO **advised** he would review the objective to ensure clarity **(ACTION)**.

The Board of Trustees **considered** the CEO's proposal to introduce three additional INSET days per year to enhance staff training. The Board of Trustees **asked** if the proposal meant that children would have three fewer days in school. The CEO **confirmed** that should the Board agree the proposal in principle, he would then consult with parents. Depending on that and the final Board decision then children would have three fewer days in school. The CEO **recognised** that there would be a variety of opinions expressed by stakeholders. The Board of Trustees **asked** why the Autumn half term was chosen for these INSET days. The CEO **explained** that the Local Authority have determined seven days for that half term which includes the Monday and Tuesday of the second week and all but two local high schools in Richmond now offer a two week half term at this point of the term. The CEO **explained** that this timing also gives an opportunity for the theoretical appreciation of the training given but then also practical application to really deepen and embed the knowledge.

The Chair **provided** feedback on the proposal from the Standards and Effectiveness Committee which had met the previous week. The Committee had **noted** that the three additional development days would impact pupil's contact time. They had **discussed** the counterintuitive effect that this would benefit pupil's learning over time, and **agreed** that this data could be used to assist in the presentation of the proposal to parents. The Committee had been happy to recommend the proposal. The CEO further **assured** Trustees that he would be 'gatekeeper' for the quality of the development offered by Headteachers to staff on these additional days to ensure it had a clear link to children's learning, and cited 'Positive Interventions Training' at Clarendon and 'the Science of Reading' which had already delivered improvements in children's learning in those schools.

The Board of Trustees **agreed** for the CEO to consult with parents regarding the staff training proposal, to make a final decision at their December Board meeting (**ACTION**).

Supporting Papers – Standards and Effectiveness - Chair Summary report

4 Finance

- 4.A The Board of Trustees **received** an update on year-end position and **reviewed** the [management accounts \(P12\)](#) noting the questions posed by the Chair of the Finance and Resources Committee and the responses from the Finance Director. [.04A Questions from the Chair P12.pdf](#)

The Finance Director **stated** that whilst the year end forecast is £150k better than previously predicted, £300k of reserves had been used. The Year-End audit had commenced, and the final figures may be amended slightly due to that.

The Board of Trustees **noted** that this had been significantly better than had been previously anticipated. The Finance Director **advised** that whilst there had been concern about the levels of invoicing for agency staff at the end of year, the finance team had made the correct accruals.

The Board of Trustees **noted** that this had been the first year that reserves had to be used for the Trust, and developing other income streams and reviewing efficiency needs to be undertaken in the next couple of years. The Board of Trustees **congratulated** the Finance

team on the management of debtors which had significantly improved since the previous year.

Following a **question** from Trustees, the Finance Director **confirmed** that Carecalc had not moved any further forward and resolving banding discrepancies for pupils between the Trust and AfC had still to be resolved. She **advised** that monthly invoicing 'on account' was being provided to AfC based on conservative estimates, utilising information from pupil's Annual Reviews and previous year invoicing values. She **advised** the intention was then once banding anomalies were resolved a balancing 'True-up' invoice for the difference would be issued at the year end.

Following a **question** from newer Trustees, the Finance Director **explained** the Board decision was to budget and forecast for the schools individually but that reserves would be used across the schools.

- 4.B The Finance Director gave a verbal update on the revised budget for 2024-25, which now includes the Core Schools Budget Grant and actual pupil numbers from September. This will be presented to the Finance Committee in their November meeting and will be available for the LGB meetings in November. The Finance Director noted that due to the issues around Carecalc banding anomalies, the income figure could not be stated with 100% certainty as Trust finance could only work with the information they had available to them.

Noting the significant cost of agency staff, the Board of Trustees **asked** if focussing on reducing staff absence would be beneficial. The Finance Director **explained** that there is a robust staff absence procedure, with trigger points and the implementation of the Every HR system supports this. The Finance Director **explained** that there are some staff who do not fully understand the procedure and feel they are being targeted if they are asked to attend a Return to Work or Stage 1 meeting. There is also work being done to ensure that staff understand that cover is not provided until Day 3 of an absence, so they can appreciate the impact their absence has on colleagues. It was emphasised that there are exceptions as school's have to operate a safe working environment for staff and pupils. The Finance Director **advised** that some line managers also need support to understand the importance of return-to-work meetings and to see the time spent as a valuable use of their time. She **reported** that the Trust HR Manager attended mental health training and is looking to introduce an 'Auriga Thrive' programme to ensure staff know who to contact and how they can support their own mental wellbeing.

The CEO **advised** that HR reports will be included in the papers for LGB meetings and that LGB's should be monitoring absence routinely with the Headteacher.

The Board of Trustees **noted** their discussion at the July meeting to consider the 2024-25 budget highlighted that capital expenditure excludes depreciation, and therefore the presentation of figures for audit purposes indicates a lower deficit. The Finance Director **confirmed** that the DfE uses a hybrid 'cash accounting' model and she is checking with the auditors as to whether other Trust's present their management accounts in a different format.

The Board of Trustees **asked** if the Finance Director had any initial feedback on the External Audit. The Finance Director **advised** that there were several points raised in the management letter regards information the auditors had not initially requested. She expected these to be removed.

5 Governance

The Board of Trustees **received** the documents [05 LGB Folder of Documents](#) which had been shared and reviewed by LGB's at their recent meetings.

- 5.A **Articles of Association** for review by the DfE and subject to their agreement, recommendation to Members to amend.
- 5.B **Board and Committee** membership .
- 5.C **Scheme of Delegation** including the Terms of Reference and Agenda Plans.
- 5.D **Operating Procedures** for the Board and Committees including **Virtual attendance Procedure**
- 5.E **Trustee and Governors** Code of Conduct
- 5.F **Trustee and Governor Privacy Notice** and **Expenses Policy (for noting only)**
- 5.G **Governance Development Plan for 2024-25**
- 5.H **Annual receipt of the** [Board-24-2-05H AAT Register of Interests 011024.pdf](#)

The Chair **advised** that the consultation process had now closed, and he proposed no material changes to those presented at the last Board meeting. He **advised** that he was grateful for the queries that had been raised as this had demonstrated a level of care for the governance of the Trust. He believed that the process had also given an opportunity for greater clarity on roles within the Trust to be understood. With the soft implementation of many of the changes, he did not expect to be undertaking any further refinements.

The Board of Trustees **noted** that concerns had been raised by staff governors that these changes undermine the unique culture of the school. The CEO **explained** that the role of the LGB is to hold the Headteacher to account, and that each school within the Trust has its own ethos based on their pupils and staffing needs, but they are all part of the Trust. There was consensus that the identity of any school does not rely on one or two individuals representing particular groups on the LGB. One newly appointed Trustee **advised** that her sense of the schools to date, were that they were unique and there was no appetite from the Board to change that.

A Chair of an LGB **reiterated** their concern regarding the legality of the proposed split i.e. one parent governor and one parent trustee as the Academy Governance Guide states that there must be two parent governors at local tier or two at Trust level. 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 following the Board's approval of them. The LGB chair **suggested** this should be recorded as an action. The Governance Professional **advised** that there would be many actions arising out

of the agreement to changes to governance documentation, including ensuring all documents are placed on the websites. These would be too great to list individually.

The Board of Trustees **agreed** the changes to the Governance Documentation proposed.

The Board of Trustees **noted** the previously discussed action regarding the Governance Development Plan for the Board.

The Board of Trustees **received** the Register of Interests and noted this would be published on the Trust and schools' websites.

- 5.1 The Board of Trustees **received** the narrative Trustee Report and Governance Statement to accompany the Annual Company Accounts [Board-24-2-05i AAT Trustees Report 23-24 DRAFT.pdf](#). The Board of Trustees **noted** that there will be some small changes to the content arising from the insertion of the relevant figures from the accounts.

The Board of Trustees **approved** the narrative which could be shared with the Auditors.
(ACTION)

6 Committee Summary Reports ➤ CHAIR – 10 mins

- 6.A The Board of Trustees **receive** the summary reports from the Committee Chairs [Board-24-2-06A Committee Chairs Summary Reports.pdf](#).

The Chair, in the absence of the Committee Chair, **thanked** the CEO for the information provided to the Standards and Effectiveness Committee and noted the key points **discussed** were the staff training proposal, which will now go to consultation and concern regarding English results at Clarendon School which the Committee now understood the root cause of and the mitigating actions the school was taking.

The Chair of the Capella House LGB **advised** that the opportunity cost of the Tangle Park project had been a higher than expected time commitment for the Headteacher. The CEO **advised** that this had been an initial surge which had now lessened. The LGB Chair **confirmed** that this had appeared to settle down and **thanked** the Board of Trustees for sharing the DfE's email supporting the project with them, as this had provided some reassurance. The CEO **advised** that the Headteacher at Capella House School would be attending the Tangle Park Management Committee meeting on Monday 21 October.

The Board of Trustees **highlighted** some difficulty attending daytime Committee meetings. The Chair **advised** that this would be reviewed, given that there are a number of new Trustees. **(ACTION)**

- 6.B The Board of Trustees **noted** the Programme of Internal Scrutiny [Board-24-2-06B Internal Scrutiny Proposal 2024-25.pdf](#) and supporting paper - [Board-24-2-06B A&R Chair - Supporting paper for item 3c.pdf](#)) from the Chair of the Audit and Risk Committee.

The Board of Trustees felt that the supporting paper had been extremely helpful, and **approved** the Programme of Internal Scrutiny for 2024-25.

6.C **There were no** matters arising from the summary reports that had not previously been covered on the agenda.

Supporting draft minutes for noting

- Pay Committee 7 Oct 2024
- Audit and Risk Cttee – 08 Oct 2024, postponed.
- Standards and Effectiveness – 09 Oct 2024 ,
- Clarendon School LGB, 02 Oct 2024,
- Capella House School LGB, 01 Oct 2024
- [Strathmore School LGB, 30 Sept 2024](#)

7 Approval of Policies / Statements CEO – 5 mins

The Board of Trustees **approved** the [AAT Risk Management Policy 2024-25.pdf](#) and the [AAT Equality Policy 2024-25.](#)

The Board of Trustees **noted** that the CEO had approved a change to the AAT Anti-bullying and Harassment Policy, which had been required by legislation coming into force in October. An employer must demonstrate that they have taken reasonable measures to address sexual harassment. The Board of Trustees **asked** how they as employers could do this. The Finance Director **explained** that this would be achieved by training and signposting in briefings and newsletters, to ensure employees know how to report and where to go for support.

8 Review impact, planned actions and agree feedback to the Board of Trustees

The Board of Trustee **agreed** the meeting had been productive. The Chair of Trustees **noted** that this was his second meeting as Chair and, whilst understanding there is a more formal review of Board effectiveness, **invited** Trustees to provide any informal feedback on the meeting to him.

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

Number	Extract	Owner	Due Date
1	Governance Development Plan to go to the December Board meeting	JP /JA	17/12/24
2	Tangley Park Reports in the CEO report to address the four original objectives for the project	IP	17/12/24
3	Chair and CEO to tweak the HT performance Management process for 2024-25	JP / JA	17/12/24
4	CEO to update Trustees on expected December Ofsted Consultation	IP	17/12/24
5	Annualised reporting of leavers (churn and length of service) to be included in future HR reports	IP	17/12/24
6	Trust Strategic Objective 3Av to be reviewed to ensure clarity regarding its link to expansion of premises rather than the expansion of services provided by the Trust.	IP / LCL	17/12/24
7	Board to receive outcome of consultation on staff training proposal to enable a decision to be made	IP	17/12/24
8	Narrative to the Trustee report to the Annual Accounts to be provided to the Auditors	SC	asap
9	Chair and Governance Professional to review dates and times of Committee meetings	JP / JA	asap

9 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 of all Trustees is **10 December 2024 (Joint F&R/A&R- Annual Accounts)**.
The date of the next Board meeting is **17 December 2024**

Jonathan Pallas
Jonathan Pallas (Jan 23, 2025 13:22 GMT)

23/01/25

Jonathan Pallas

Chair of Trustees






Board-24-2-00 Approved Minutes 171024

Final Audit Report

2025-01-23

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