

Approved Minutes of a meeting of the Auriga Academy Trust Board held on 18 September 2025 at 6.00pm at School Clarendon Secondary (RTS Conference Room) and via Teams

[Link to Teams Meeting](#)

[Board-25-1 180925](#)

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-25-1 180925.

Trustees of the Auriga Academy Trust in attendance: Chris Euden, Paul Giuffredi, Jonathan Pallas (Chair) and Andy Whiteside.

Trustees of the Auriga Academy Trust in attendance virtually: Sarah Baker and Jane Curzon.

Trustees of the Auriga Academy Trust absent: Rebecca Gonyora and Lucinda Christian-Lim.

Also in attendance : Susie Connor (AAT Chief Operating Officer-COO), Ivan Pryce (AAT Chief Executive Officer-CEO), Chris Buckley-Reynolds (Chair of Strathmore School LGB-v) and Niall Brady (Chair at Clarendon School v) and Asif Mullan (prospective Chair at Capella House School v).

Clerk: Julie Adams.

1 Welcome, apologies, declarations of interest and items from the Clerk ➤ ☑ CHAIR – 2 mins

- 1.1 The Chair of the Board of Trustees **opened** the meeting, welcoming attendees to the first of six meetings for the academic year.

The Chair **advised** that Lorna Goodwin had resigned from the Board due to a close family member's illness. The Chair **confirmed** that her contribution as the longest-serving Trustee would be honoured at a later date when her circumstances allowed.

The Board of Trustees **noted** that apologies for absence had been received from Rebecca Gonyora. The Board of Trustees **agreed** to consent to her absence and **requested** that the Governance Professional follows up the absence of Lucinda Christian Lim. **(ACTION)**

The Chair of the Board of Trustees **welcomed** Jane Curzon to the Board as Parent Trustee, following her stepping back as Chair of Strathmore School LGB. Asif Mullan and Chris Buckley-Reynolds were welcomed as the new Chair of Capella House and Strathmore Schools respectively.

- 1.2 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. There were no declarations made.

2 Minutes

- 2.1 The Board of Trustees **received** the draft and confidential minutes of the meeting held on 16 July 2025 and **approved** them as an accurate record of the meeting.
- 2.2 The Board of Trustees **noted** that all actions from the previous meeting were either
- 2.3 complete or the agenda for this meeting.
- 2.4 There were no other matters arising that were not covered elsewhere on the agenda.

3 Requested Decisions

- 3.1 The Board of Trustees **received** the funding agreements and Memorandums of
- 3.2 Understanding (MoU) with Achieving for Children for Strathmore at Hampton High and Clarendon at Petersham campus for opening in September 2026

The CEO and COO **reported** that Achieving for Children (AfC) had agreed to the terms requested by the Trust for the Memorandum of Understanding (MOU), with the outcome being better than anticipated and achieved with minimal disagreement in the end.

The COO **explained** the negotiation process, stating she had provided AfC with an outline for the MOU. She **highlighted** that the project at Hampton was not financially viable under AfC's initial banding model, noting that an external provider would cost AfC £60,000, whereas the Trust's proposal was approximately £45,000. AfC subsequently returned a draft MOU agreeing to the costs suggested by the Trust for both projects.

The Board of Trustees **sought** and **received confirmation** from the COO that the financial figures in the MOU were satisfactory. The COO clarified that the figures were estimates for staffing and other costs, and included an inflation factor.

The CEO **added** that he had corrected some of AfC's erroneous assumptions regarding pupil profiles and banding. He attributed AfC's readiness to accept the Trust's figures to the long-standing, honest professional relationship between the organisations, built on the Trust's history of making realistic and honest requests, and to pressure on AfC from elected councillors to utilise the delegated budget.

The Chair **acknowledged** the positive progress, noting that the matter had been ongoing for some time.

The Board of Trustees **requested** an update regarding the builds. The CEO **reported** that construction at the Clarendon campus was on track for timely completion, with the first floor and concrete slabs in place. He **noted** that feedback in August and early September confirmed this, and he had **observed** digging and building. He intended to ask the constructors for a confidence rating (on a scale of one to ten) for on-time completion at the next client engagement meeting, to be used as a risk rating for mitigation planning. **(ACTION)**. He also mentioned sharing photographs with the Headteacher for dissemination to the Local Governing Body.

The Board of Trustees **questioned** the risk associated with the agreement being a Memorandum of Understanding (MOU) rather than a binding agreement. The COO **clarified** that a binding agreement would not be provided, and an MOU was the best agreement that could be achieved in the circumstances with AfC.

The Board of Trustees **acknowledged** the 'ghost funding' aspect, assuming the risk lay with Achieving for Children until they altered their position. They **enquired** about therapies funding, which was excluded from the MOU, noting the financial pressures on Integrated Care Boards (ICBs).

The CEO **explained** that AfC had confirmed the intention for therapies to be brought in-house, with an anecdotal email from an NHS senior speech therapist anticipating the Trust taking on all speech therapy from September 2026. He **noted** that while the local NHS expected this transfer, a formal funding agreement was not yet in place. The COO **observed** more progress on this issue recently, possibly due to leadership changes at the ICB. The CEO **reported** a willingness from a new contact at the ICB to facilitate this, despite the specific funding line remaining unidentified, and suggested the local ICB's significant overdraft might contribute to efforts to identify savings. A Trustee **added** that ICBs were still working through organisational changes after the dissolution of NHS England.

The funding agreement and Memorandum of Understanding (MOU)s with Achieving for Children for the Clarendon campus at Petersham and Strathmore School at Hampton High for opening in September 2026, were **approved** by the Board. These should be shared with the Local Governing Bodies at their next meeting **(ACTION)**

Supporting papers: Strathmore funding agreement and MOU, Clarendon funding agreement and MOU

4 CEO Update

The Board of Trustees **received** an update from the CEO. The CEO presented his report **noting** that the data, compiled on 2nd September, was already out of date. He **confirmed** that a more detailed summary report, including pupil progress from the previous year and external accreditation, would be provided at the next full Standards Committee meeting. **(ACTION)**

The Board of Trustees **enquired** about the conclusions the Board should draw from the presented pupil data, expressing uncertainty regarding its significance. The CEO **explained** that overall pupil numbers were slightly down due to unexpected leavers and Strathmore School reducing by one class. He **confirmed** that most schools were essentially full and were actively looking to fill any individual vacancies through consultation documents, with confidence in filling them.

The CEO **reported** that there had been no significant year-on-year changes in the ethnic split of pupils or the percentage receiving Pupil Premium Grant. He **noted** that the latter might be slightly higher and **clarified** that this grant supports vulnerable children, including those who are looked after or from armed forces families for families in receipt of benefits.

The CEO **confirmed** that the school year had started broadly well with no serious incidents or concerns. He also mentioned that Clarendon School had a new Multi-Use Games Area (MUGA) for was now in use at the Egerton Road site.

The Board of Trustees **enquired** about assessment data. The CEO **clarified** that this information would first be presented to the Local Governing Bodies (LGBs) at the end of the month before being reviewed by the Standards and Effectiveness Committee.

The Board of Trustees **noted** that exam results achieved over the summer appeared positive. The CEO **confirmed** that external exam results from Capella House were largely very positive, with many students exceeding expectations. However, he **highlighted** ongoing problems with art moderation, noting that the results were not as high as expected and this was being investigated. A Trustee **commented** that they had heard anecdotally that the art moderation issue was a widespread problem across a number of schools and had personally affected their daughter the previous year. The CEO **acknowledged** that the issue was similar the previous year and stated he would ask the Headteacher to make enquiries to see if this was the case, noting he had not heard about it in the secondary heads' forum.

The Board of Trustees **raised** the issue of a recent data breach and asked if there was a more systematic way to prevent such human errors, such as prompts for attaching sensitive files. The CEO **explained** that data breaches were often due to human error, regardless of prompts. He **stated** that the Trust uses the Arbor school information management system, which is a secure platform that removes other layers of potential error by requiring selection of recipients and blocking incorrect emails. He also noted that delaying the sending of emails would not prevent the issue as errors would only be noticed after the fact.

The COO **concurred** that the data breach issue was human error. The Board of Trustees **enquired** if there was a standard procedure to apply passwords to Excel files containing personal data, suggesting a standing requirement to password-protect spreadsheets containing personal data upon creation. The CEO **clarified** that the specific incident involved selecting the wrong attachment, not a lack of password on the file itself. The COO **clarified** that the file involved in the breach was a Google Doc. The Board of Trustees **noted** that the use of the same simple password for documents still would undermine security. The Board of Trustees **asked** if the Information Commissioner's Office (ICO) had provided a response. The COO explained that the breach was barely over the threshold for materiality and a fast response was not expected

The CEO confirmed he would be following up with the relevant headteacher regarding the data breach. **(ACTION)**

The Board of Trustees **expressed** concern regarding the rise of far-right radicalism, referencing a recent march near Westminster Bridge and behaviour displayed generally at events such as these. The Board of Trustees **sought reassurance** that the Trust was carefully considering the Prevent duty and its responsibilities in identifying far-right radicalism, similar to other forms of radicalism, to ensure effective management. The CEO **confirmed** that all schools had delivered Prevent duty training and report all acts of discrimination to him. The CEO **noted** that this allowed for monitoring of patterns and had previously prompted interventions and actions for individual children, pupil groups, and staff.

Supporting Papers - Board-25-1-04.1 Pupil Data 2025.09.01 and Board-25-1-04.2 ICO Data Breach
Sep 25

5 Finance

5.1 The Board of Trustees **received** an update from the COO on year-end position and a review of management accounts against revised budget to 31 July (P11). The COO **reported** a projected surplus of £300k before depreciation, which represented a significant positive variance from the previously forecasted loss of £200,000.

The Board of Trustees **enquired** if the reported surplus was pre- or post-capital expenditure, to which the COO **confirmed** it was before depreciation.

The COO **explained** that £240k of the surplus resulted from the invoicing for changing pupil needs and disputed bandings, with written confirmation from Achieving for Children (AfC) that all outstanding invoices would be paid by the end of September 2025. The COO **noted** that this income had not been previously recognised, and, despite prior pessimism, the payment of invoices inferred agreement on band changes. The COO has sought clarification regarding these invoices.

The COO further **detailed** that the remaining surplus was due to expenditure reductions, including a £60,000 release from an over-provision for agency costs and a £40,000 underspend on recruitment, attributed to the success of the 'my new term' recruitment platform.

The COO **noted** that while detailed management accounts were pending review, the headline figures were not expected to change significantly. She anticipated a clearer financial position after AfC payments by 30th September and the audit, scheduled for the second week of October, reiterating the current outlook of a £300k surplus largely due to additional income.

The Board of Trustees **enquired** about the impact of the employer's National Insurance contribution increase in April. The COO **estimated** the annual cost to the Trust at £24k, explaining that funding was based on pupil numbers rather than staff numbers, which often left special schools underfunded. While acknowledging it as a significant issue for schools, the COO **stated** that the impact was considered manageable for the Trust, partly due to staff movements. The Board of Trustees acknowledged the £24k as significant but suggested other schools might be worse off.

The Board of Trustees **asked** if the in-year surplus would negate the need for ongoing staffing reductions at Clarendon and Strathmore schools and if the objective for each school to break even remained. The COO **confirmed** that necessary staff reductions had been implemented to balance the budget. She added that discussions with the CEO and a finance colleague were underway to explore using some of the current year's surplus to create a central provision, held by the Trust, to support schools facing budget pressure due to pupil behaviour changes requiring additional staff.

The COO **clarified** that the Trust was now undertaking the revised budget process for the new academic year, which involved reconciling staffing levels with updated pupil numbers at schools. These would be followed up with staffing reconciliation meetings with headteachers.

The Board of Trustees **noted** that the challenge of the implementation of Carecalc remains and whilst the immediacy of budget pressures has reduced this year they will develop again in future years.

Supporting Paper: The Auriga Trust 24.25 P11 Mgt Accs.xlsx.url.

6 Governance

- 6.1 The Board of Trustees **received** Board-25-1-06.1 Proposed Documents for 2025-26
- Board and Committee membership.
 - Scheme of Delegation including the Table of Delegations, 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
 - Training Guide and Eligibility Criteria (for noting only)

The Chair **introduced** the item, **noting** that a raft of minor changes to governance documents had been summarised in the meeting pack. He stated he had no significant concerns but highlighted a point regarding the suspension of trustees.

The Governance Professional **explained** that the Table of Delegation had been updated to a more detailed model based on National Governance Association (NGA) guidance and checked against recommendations from the Confederation of School Trusts (CST).

The Governance Professional **confirmed** that other key changes included explicit procedures for the Chair's actions and written resolutions, and clarification on the suspension of governors and trustees in relation to the performance of a public duty.

The Governance Professional **highlighted** a change affecting Local Governing Bodies (LGBs), which would now be required to have a minimum of one safeguarding linked governor, rather than the previous requirement of two.

The Board of Trustees **approved** the documentation subject to the Governance and Nominations Committee undertaking a more detailed review of the Table of Delegation.

- 6.2 The Board of Trustees **noted** the process for review of the submission of the Trustee Report and Governance Statement for the Annual Company Accounts, interactions with the External Auditor and the programme for the AGM.

Supporting Papers: Folder: Governance Documents 2025-26 and Board-25-1-06.2 Timeline for Preparing Co-Accts.pdf

7 Approval of Policies / Statements

The CEO **advised** that the revisions to the Keeping Children Safe policy was a smaller update than previous years, with few material changes of concern and thanked Trustees for completing their annual safeguarding training.

The Governance Professional **advised** that guidance for schools on 'gender questioning' children was still awaited from the DfE.

The Board of Trustees **approved** the following policies and procedures. Board-25-01-07 Policy Summary.

7.1 AAT Trust Keeping Children Safe Policy 2025-2026.pdf

7.2 AAT Data Protection Policy (DPO updates only)

The Board of Trustees **noted** the following policies and procedures approved by the CEO since the last meeting.

7.3 [AAT IT Security and Acceptable Usage Policy EDH25](#)

7.4 [AAT Special Category Data Policy EDH25](#)

7.5 [AAT Privacy Notice -Pupil EDH 25](#)

7.6 [AAT Privacy Notice Workforce EDH 25](#)

7.7 [AAT Privacy Notice Governors EDH 25](#)

Supporting Papers: Policies for approval

8 Confidential item

The Board of Trustees **discussed** a confidential item.

See also Confidential Appendix A to these minutes.

9 Review impact, planned actions and agree feedback to the LGBs

The Board of Trustees **noted** successful negotiations resulting in the MoU with AfC for the new Strathmore and Clarendon sites, an improved financial position than had initially been predicted for the academic year progress and agreement and actions associated with the confidential item.

The Board of Trustees **noted** the actions arising from the meeting, which include eight items within the Confidential Appendix A to these minutes.

Number	Extract	Owner	Due Date
1	Share the approved Memorandum of Understanding (MOU) with the Local Governing Bodies (LGBs) for Clarendon and Hampton for their information.	IP	29/09/25
2	Provide more detailed summary reports from the different schools, covering pupil progress and external accreditation, at the next Standards and Effectiveness Committee meeting.	IP	01/10/25
3	Investigate the issues with art moderation and ask the art teacher to gather information on whether these issues are widespread.	IP	asap
4	Follow up any actions required by the ICO.	SC	asap

Number	Extract	Owner	Due Date
5	Conduct an in-depth review of the new Table of Delegation (Scheme of Delegation) to ensure it aligns with the Trustees' requirements and preferences, and to simplify it where possible by extricating items already covered in policies.	Governance and Nominations Committee	01/10/25

10 Confidentiality

The Board of Trustees **agreed** that the discussion at the meeting the background papers , and the reports identified as confidential above, {and the minutes contained in the confidential appendix to the minutes relating to item 8,) should remain confidential and excluded from the published minutes and papers.

The date of the next meeting is **14 October 2025**

Jonathan Pallas

Jonathan Pallas (Nov 19, 2025 14:34:17 GMT)

Jonathan Pallas

Chair of the Board of Trustees

19/11/2025






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Final Audit Report

2025-11-19

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