

**TCAT Trust Board Meeting**

**Held at Priestley College on Wednesday 5 April 2017 at 6pm**

**Minutes of meeting**

**Present:**

**Trust Board:**

Steve Whatmore (SW) Acting Chair  
 Matthew Grant (MG)  
 Jane Griffiths (JG)  
 Paul Hinds (PH)  
 Toby Macormac (TM)  
 John Monaghan (JM)  
 Neil Pearson (NP)  
 Stuart Titchard (ST)  
 Linda Waterson (LW)

**In attendance:**

Adrienne Laing (AL) Bridgewater HS  
 Vicky Briggs (VB) Great Sankey PS  
 Angela Grace (AG) Penketh South PS  
 Ben Dunne (BD) Penketh HS  
 Bev Scott-Herron (BSH) Sir Thomas Boteler CofE HS  
 Jamie Otter (JO) Browne Jacobson  
 Clerk:  
 Carol Blinkhorn (CB) Priestley College

	<p>Trustees are required to declare interests, if any, in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's Articles of Association (the "Articles")</p> <p>Steve Whatmore (SW) Bridgewater HS                  Matthew Grant (MG) Priestley College / nominated CEO                  Jane Griffiths (JG) Sir Thomas Boteler CofE HS                  Paul Hinds (PH) Penketh HS                  John Monaghan (JM) Priestley College                  Neil Pearson (NP) Great Sankey PS                  Stuart Titchard (ST) Sir Thomas Boteler CofE HS                  Linda Waterson (LW) BCA</p>	<b>ACTIONS</b>
<b>1</b>	<p><b>Apologies for Absence</b></p> <p>Trust Board:                  Gemma Johnson (GJ)                  Maureen Mellor (MM)                  Howard Platt (HP)                  Sheila Yates (SY)</p> <p>CET:                  Tim Long (TL) Bridgewater HS                  Andrew Moorcroft (AM) BCA</p>	
<b>2</b>	<p><b>Minutes of Previous Meeting</b></p> <p>The minutes of the previous meeting held on 7 March 2017 were read and accepted as a true and accurate record.</p>	
<b>3</b>	<p><b>Matters Arising</b></p> <p><b>i. Appointment of Clerk</b>                  MG reported a staff member from one of the TCAT schools has registered their interest and this will be taken forward.</p> <p><b>ii. Company Formation</b>                  The certificate of incorporation of the Company was produced to the meeting together with a copy of the Articles being the Company's main constitutional document.</p> <p>The Company had been incorporated with the following Members:                  Professor Steven Broomhead                  Andrew Cannell                  Jane Griffiths                  David Mowat                  Stephen Whatmore</p>	<b>MG</b>

	<p>The Company had been incorporated with the following Trustees:</p> <ul style="list-style-type: none"> <li>Matthew Grant</li> <li>Jane Griffiths</li> <li>Paul Hinds</li> <li>Gemma Johnson</li> <li>Toby Macormac</li> <li>Maureen Mellor</li> <li>John Monaghan</li> <li>Neil Pearson</li> <li>Howard Platt</li> <li>Stuart Titchard</li> <li>Linda Waterson</li> <li>Steve Whatmore</li> <li>Sheila Yates</li> </ul> <p><b>iii. The Academy Performance Scorecard</b> All scorecards completed.</p> <p><b>iv. Finance Director role</b> Proposing Damian McGuire from Priestley for the interim. <b>Trustees agreed.</b> MG noted that TCAT don't officially have to have a Company Secretary.</p>	
<p>4</p>	<p><b>Academy Update</b></p> <p><b>Purpose of this meeting</b> It was noted that the Company has been incorporated for the purpose of acting as the academy trust for <b>Beamont Collegiate Academy (“BCA”), Bridgewater High School (“Bridgewater”), Great Sankey Primary School (“GSPS”), Penketh High School (“Penketh”), Priestley College (“Priestley”) and Sir Thomas Boteler Church of England High School (“STB”)</b> (the <b>“Joining Schools”</b>) along, potentially, with other future schools and academies, including Penketh South Primary School. The target dates for the conversions of the Joining Schools are 1 May 2017 and 1 June 2017 (the <b>“Conversion Date”</b>). Likely conversion dates:</p> <ul style="list-style-type: none"> <li>o 1 May – BCA, Bridgewater, Penketh and Priestley</li> <li>o 1 June – GSPS and STB</li> <li>o 1 Oct – Penketh South Primary School</li> </ul> <p><b>Appointment of the Chief Executive Officer</b> <b>Resolution required:</b> That, having consented to act MG be approved as the Chief Executive Officer and Accounting Officer for the Company. Proposed: NP Seconded: TM</p> <p><b>Chair’s Action</b> <b>Resolution required:</b> That in accordance with Article 102 of the Articles of Association that, in the event that the Chair, or Vice Chair fulfilling the function of Chair, is of the opinion that a matter of urgency exists and a delay in exercising the function would likely be seriously detrimental to the interests of the academies, any pupil/student or their parent or a person who works at any of the academies, then they may exercise any function of the Board which can be delegated to an individual. Proposed: LW Seconded: PH</p> <p><b>Accounting reference date</b> <b>Resolution required:</b> That the accounting reference date of the Company be changed to 31 August in each year and that an electronic notice of change of accounting reference date be delivered to the Registrar of Companies. Proposed: ST Seconded: JG</p> <p>AL noted Education Funding Agency (EFA) have confirmed accounts for short period from incorporation day 1 May to 31 August are required. Statutory accounts to 31 August will then be published July/August annually.</p>	

**Appointment of bankers**

**Resolution required:** That **Lloyds Bank** (the “**Bank**”) be appointed as bankers of the Company and for the operation of the Company's account.

Proposed: TM

Seconded: NP

**Resolution required:** That authorisation forms should be returned to the Bank, duly completed, together with the associated specimen signature forms to create:

A current account for TCAT

A Treasurer's account for TCAT

With those authorised as signatories to the accounts being:

Damian McGuire and MG plus 2 other signatories AL at Bridgewater and Anne Taylor at STB.

Sue Roberts at Priestley to be authorised as telephone user.

Proposed: NP

Seconded: PH

**Consideration of admission of the Joining Schools**

**Due diligence**

MG and members of the Central Executive Team (CET) set out the outcome of the due diligence exercise that had been undertaken.

MG reminded everyone that the individual organisations had been talking for over 2 years and had gone through the process of due diligence having 3 due diligence working parties:

- o Governance
- o Finance
- o Leadership and Capacity

The CET engaged with Browne Jacobson, had gone through the application with the Regional Schools Commissioner (RSC) and Priestley through the Transactions Unit and had a number of shadow meetings. Consultation – Priestley had consulted in October/November to become a 16-19 Academy and consultation for the organisations to join and form TCAT in January/February. Outcomes to both have been published. TUPE consultation is ongoing with no issues raised by the TUPE process. BD reported that the RSC had commented that we had raised the bar in terms of due diligence. Opportunity for Trustees to ask any questions – no other questions.

Having regard to the information provided, the Trustees were asked to conclude that the admission of the Joining Schools/College to the Company appeared to be in the best interests of the Company. **Trustees unanimously agreed.**

**Impact assessment**

The Trustees were asked to acknowledge their legal obligation to have due regard to the need to:

- Eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by the Equality Act 2010;
- advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it - this includes having due regard to the need to:
  - i) remove or minimise disadvantages suffered by persons who share a relevant protected characteristic that are connected to that characteristic;
  - ii) take steps to meet the needs of persons who share a relevant protected characteristic that are different from the needs of those who do not share it;
  - iii) encourage persons who share a relevant protected characteristic to participate in public life or in any other activity in which participation by such persons is disproportionately low; and
  - iv) foster good relations between people who share a relevant protected characteristic and persons who do not share it - this includes having due regard to the need to tackle prejudice;
  - v) promote understanding with regard to the relevant protected characteristics of age; disability; gender reassignment; pregnancy and maternity; race; religion or belief; sex and sexual orientation.

The Trustees were asked to consider the likely impact of the of the conversion of the Joining Schools/College to academy status and admission to the Company on equality issues in general,

	<p>and the matters which they were required to have due regard to, in particular, and concluded that the proposal was unlikely to have any equality impacts.</p> <p>At the next Trustee meeting JO agreed to explain what our legal responsibilities are as Trustees.</p>	<p>JO</p>
<p>5,6&amp; 7</p>	<p><b>Items taken together:</b>  <b>The Master Funding Agreement, Supplemental Funding Agreements and Transfer Agreements Update</b></p> <p>Trustees were asked to note that with effect from the Conversion Date the Company would take responsibility for running the Joining Schools/College and accordingly <b>resolutions required:</b></p> <ol style="list-style-type: none"> <li>i. That a <b>Master Funding Agreement</b> to be entered into by the Company and the Secretary of State for Education and             <ol style="list-style-type: none"> <li>a. in respect of BCA, Bridgewater and Penketh (the “Academies”) a <b>deed of variation novation of funding agreement</b> be entered into between the Company, the Secretary of State for Education and their current academy trust;</li> <li>b. in respect of STB and GSPS, a <b>Supplemental Funding</b> be entered into by the Company the Secretary of State for Education setting out the terms of the funding of the Joining Schools,</li> </ol> </li> <li>ii. the contracts and assets (and liabilities) used (or incurred) in the running of the Joining Schools be transferred to the Company under             <ol style="list-style-type: none"> <li>a. <b>Commercial Transfer Agreements</b> to be entered into between the Company, the Council and the Governing Body of each of the Schools;</li> <li>b. <b>Transfer Agreements</b> to be entered into between the Company and the supporting trusts of each of the Academies;</li> <li>c. <b>A Commercial Transfer Agreement</b> to be entered into between the Company and the Corporation of each for Priestley College;</li> </ol> </li> <li>iii. The premises occupied by the Transferring Schools/College be transferred as follows:-             <ol style="list-style-type: none"> <li>a. <b>Transfers in respect of leases</b> entered into between the Company and the trusts supporting the Academies in respect of land occupied by the Academies;</li> <li>b. <b>A transfer</b> in respect of the premises occupied by Priestley College to be entered into between the Corporation of Priestley College and the Company,</li> <li>c. <b>Heads of Terms</b> in respect of the premises occupied Great Sankey Primary School and STB (in respect of the playing fields) be entered into between the Company and the Council, drafts of which were produced to the meeting; <b>and</b></li> </ol> </li> <li>iv. All employees employed at the Joining Schools/College immediately before the transfer will transfer to the Company on their existing terms and conditions of employment with full continuity of service. In accordance with the TUPE Regulations.             <ol style="list-style-type: none"> <li>a. Trustees were asked to note appropriate letters have been circulated to trade union representatives and staff.</li> <li>b. Trustees were asked to note the content of the Master and Supplemental Funding Agreements and the draft Transfer Agreements which have been approved by the Department for Education.</li> </ol> </li> </ol> <p>Trustees were asked to consider all relevant factors and their duties generally, including:</p> <ol style="list-style-type: none"> <li>a. their duty under section 172 of the Companies Act 2006 to promote the success of the Company and their duty to have regard to the factors set out at subsection (1)(a)-(f) of that section; and</li> <li>b. their duty under charity law to consider what is in the best interest of the current beneficiaries of the Company and to ensure that any changes are not injurious to those beneficiaries</li> <li>c. the terms of the Conversion Documents</li> </ol> <p>AL agreed to circulate to Trustees copies of Annex B: Schedule of freedoms and delegations and Annex C: Schedule of requirements (the ‘musts’) of the Academies Financial Handbook 2016.</p> <p><b>Resolution required:</b> That:</p> <ul style="list-style-type: none"> <li>• the conversions of the Joining Schools/College be approved;</li> <li>• the terms of the Conversion Documents be approved;</li> <li>• any Trustee of the Company be authorised to approve any amendments to the Conversion Documents;</li> <li>• any Trustee be authorised to sign the Conversion Documents on behalf of the Company; and</li> </ul>	<p>AL</p>

	<ul style="list-style-type: none"> <li>any Trustee be authorised to execute any other ancillary documentation in connection with the Conversion on behalf of the Company.</li> </ul> <p>Proposed: NP                  Seconded: PH  <b>Trustees unanimously agreed.</b>  <i>(JO left the meeting)</i></p>	
<p><b>8</b></p>	<p><b>Finance Matters:</b></p> <p>i. Financial Regulations Draft paper                  AL noted the document is a draft and is continuing to be worked on and requested Trustees accept the Financial Regulations as a draft. <b>Trustees formally agreed.</b>                  ST requested that the pagination be amended.                  LW enquired about risk management responsibilities. AL responded that risk management is not in the document but that there will be a separate risk management section.</p> <p>ii. Finance System assessment paper                  AL reported the first priority for the Finance Working Group was to investigate and recommend a finance system. The specification was drafted and circulated to a number of suppliers. From this, the Group agreed unanimously on 2 suppliers to take to the next stage - Civica and HCSS. It was felt that both systems met the initial minimum standards required for the Trust including provision of basic functionality, ability to handle both MAT and institution requirements, service support and ease of use for variety of users.</p> <p>The Finance Working Group met on 21 March 2017 and had already received demonstrations from both suppliers. System functionality comparison was discussed. All institutions were asked to identify their preferred supplier (choosing between HCSS and Civica). Civica was the unanimous choice of all institutions. The recommendation to the Trust Central Executive Team therefore was that:  <b><i>“Civica be appointed as the finance system supplier for TCAT”.</i></b></p> <p>Information from the IT experts at each organisation was then sought and AL facilitated a meeting of the IT technical staff on 24 March. The Finance Working Group received the report from the IT staff and agreed that:  <b><i>“the technical solution to be recommended would be that of the hosted option with Priestley hosting”</i></b></p> <p>This is subject to confirmation from Priestley that they have sufficient technical capacity and capability. It was also agreed that, during the final negotiations, Civica would be asked to hold the prices for the cloud-based option in the event that TCAT would want to move to the cloud-based solution in the future.</p> <p>Implementation cost due once the order is placed and the software may be available in 2 weeks. Includes training cost - Civica for 22 users - refined now to 16 – Damian McGuire has secured for TCAT to retain training for 22 users at 16 user cost. Costs charged retrospectively to any new organisations that join.  <b>Trustees unanimously agreed.</b></p> <p>iii. Future Tenders                  AL highlighted Appendix A – Tendering Procedures section (unlikely to have any more changes) within the Financial Regulations draft paper and updated Trustees on the following:</p> <ul style="list-style-type: none"> <li><b>Payroll</b> - due 11 April – tenders to be opened at 9.00am at Penketh - Jane Regan to host. MG noted that if a Trustee would like to be present they would be most welcome, though we can delegate authority to Damian McGuire and AL to take the team through the tenders. PH noted he may be able to attend.  <i>Post meeting note – PH has confirmed he can attend the Tender meeting.</i></li> <li><b>Insurance</b> – ongoing tender process</li> <li><b>Audit</b> – tender documents to be drawn up after Easter</li> </ul> <p>In order for the Finance Working Group to move forward with tenders AL requested that Trustees agree the tender terms in the draft Financial Regulations document.</p>	<p>AL</p>

	<p><b>Trustees agreed.</b></p> <p>iv. Banking arrangements and authorised signatories Taken under item 4 above.</p>	
<p><b>9</b></p>	<p><b>Committee Membership and days/times of meetings paper</b> Establishment of committees, including Local Governing Bodies</p> <p>Trustees noted: That Articles 100 to 104 gave the Trustees the power to appoint committees and Local Governing Bodies for each academy school.</p> <p><b>Resolution Required:</b> That In accordance with the Articles the Trustees constitute the following committees and Local Governing Bodies:</p> <ul style="list-style-type: none"> <li>• <b>Audit and Risk</b></li> <li>• <b>Quality and Standards</b></li> <li>• <b>Finance, HR and Operations</b></li> <li>• <b>Beamont Collegiate LGB</b></li> <li>• <b>Bridgewater LGB</b></li> <li>• <b>Great Sankey Primary LGB</b></li> <li>• <b>Penketh High School LGB</b></li> <li>• <b>Priestley LGB</b></li> <li>• <b>Sir Thomas Botleler LGB</b></li> </ul> <p><b>Resolution Required:</b> That the draft <b>Terms of Reference</b> for the Audit, Curriculum and Standards and Finance, HR and Operations Committees circulated at the previous meeting be adopted subject to further review and that Terms of reference for Local Governing Bodies be produced ahead of the next meeting for consideration. <b>Trustees agreed.</b></p> <p><b>Resolution Required:</b> <b>Trustees agreed</b> to accept the self-nominations and external nominations on the TCAT Trust Board and Committees meetings table circulated save for JM not to sit on Quality and Standards and for NP to be added to Finance, HR and Operations. It was agreed that moving forward Trustees meet on a Wednesday at 6pm. However, it was noted that there is still the opportunity for others to join the committees.</p> <p>BSH delivered a draft presentation and the proposal was to hold a Governance Induction evening (Thursday 8 June) providing an opportunity for Board and Trustee members to meet with the Local Governing Body (LGB) members. JM noted it was a good idea and essential. PH reported it would be a good opportunity to sell the benefits of the organisations working together. SW suggested Trustees/CET signpost the concept at their next individual Full Governing Body meetings. BD commented it would provide the chance to look at committee structure in other organisations and may help us to question our own individual LGB requirements. <b>Trustees agreed.</b></p>	<p>CET</p> <p>Chairs of LGBs</p>
<p><b>10</b></p>	<p><b>Date of Next Meeting</b> Wednesday 5 July - 6pm – venue: GSPS. MG noted the need for individual Trustee photographs for TCAT website and biographies which will be drafted and shared with Trustees ahead of posting on TCAT website.</p>	
<p><b>11</b></p>	<p><b>Other Urgent Business</b> <u>Principal Appointment – Penketh</u> MG informed Trustees that BD is standing down as Principal and colleagues have been working on this first TCAT appointment. The LGB have agreed that the interview process will take place on 10/11 May with a closing date for applications on 24 April. The proposal is to have TCAT representatives on the selection panel – MG, PH and HP and to invite 3 LGB members to attend. <b>Trustees approved</b></p> <p><u>Scheme of Delegation</u> BD agreed to send NP one page tick box paper regarding the above.</p>	<p>BD</p>