

THE CHALLENGE ACADEMY TRUST, MEMBERS BOARD

Minutes of the meeting of the Trust Members Board held on the 12th of January 2023

Time: 16:06 – 16:56

Venue: TCAT Professional Development Centre

Chair: Howard Platt

Clerk: Katie Whitmore katie.whitmore@entrust-ed.co.uk

Members Attending		
PC	Peter Claus	
MM	Maureen Mellor	
CP	Chris Penn	
Also in Attendance		
AL	Adrienne Laing	TCAT Operations Director
AM	Andrew Moorcroft	TCAT CEO
HP	Howard Platt	TCAT Trustee, Chair
KW	Katie Whitmore	Entrust Clerk
KR	Kim Rainford	Entrust Clerk - Shadowing

Members Not Attending		
SB	Steven Broomhead	
DM	David Mowat	

Documents Circulated Prior to the Meeting
<p>FINAL Agenda TCAT Members 12.01.2023</p> <p>Item 5. TCAT Governance Structure September 2022</p> <p>Item 5. Trust board and LGB TOR</p> <p>Item 6a. TCAT DRAFT Minutes Members 23.06.22</p> <p>Item 6b. FINAL Minutes TCAT Trust Board 15.09.2022</p> <p>Item 6c. FINAL Minutes TCAT Trust Board 08.12.2022</p> <p>Item 7. CEO report to the board Dec 22</p> <p>Item 8a. 2022 Annual Accounts</p> <p>Item 9. Members Trust Board 12.01.23 Estates and Decarbonisation</p> <p>Item 10. Articles of Association</p> <p>Item 10. Memorandum of Understanding</p> <p>TCAT Voice Oct 2022</p> <p>TCAT Times Winter 2022</p>

The meeting was quorate, with the majority of Members attending

The meeting opened at 16:06

There was no confidential - part two of the meeting

1	<p>Welcome</p> <p>The Chair opened the meeting and welcomed everyone in attendance.</p>
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	<p>There were no items for any other business (AOB).</p> <p>There were no items that would be discussed within a confidential part two.</p>
2	<p>Absence / Apologies / Non-Attendance</p> <p>SB and DM had sent apologies for absence in advance of the meeting.</p> <p>Resolved: Members accepted the apologies from SB and DM.</p>
3	<p>Register of Interests</p> <p>There were no declarations of conflict of interest.</p>
4	<p>Declaration of pecuniary interests</p> <p>There were no declarations of pecuniary interest in relation to items on the agenda.</p>
5	<p>Membership and Organisation</p> <p>a) Appointment of Chair</p> <p>Resolved: HP was appointed as Chair for the year 2022/23.</p> <p>b) Review of Membership Trust Board / Member Appointments</p> <p>A member of the Trust Board (LM) had recently volunteered to extend their term of office from 17/12/22 to 17/12/2026. This Trustee was on the Governing Board at Penketh High School and was very dedicated to the school and doing a great job.</p> <p>There was one vacancy on the Trust Board further to the resignation of the Trustee who was a representative of the Liverpool Diocese (JG).</p> <p>Resolved: Members were happy to support the extension of the Trustee's (LM) term.</p> <p>Action: CP will pursue the appointment of a representative of the Liverpool Diocese to the Trust Board.</p> <p>c) Terms of Reference</p> <p>Members noted the Governance Structure 2022, and the Trust Board and LGB (local governing board) Terms of Reference, which had both been shared with Members on Governor Hub in advance of the meeting.</p>
6	<p>Minutes</p> <p>a) Members Meeting 23.06.2022</p> <p>There were no matters arising from the meeting 23.06.2022, nor any actions.</p>



	<p>Resolved: The minutes from the last meeting 15.09.2022 were accepted as a true and accurate record and would be duly signed and made available on request.</p> <p>b) Trust Board Meeting 15.09.2022 c) Trust Board Meeting 08.12.2022</p> <p>Members noted the Trust Board Meeting minutes 15.09.2022 and 08.12.2022, which had both been shared with Members on Governor Hub in advance of the meeting.</p>
7	<p>CEO Report</p> <p>The CEO referred the CEO Report that had been shared with Members on Governor Hub in advance of the meeting, and the following highlights were noted:</p> <ul style="list-style-type: none"> • Two TCAT schools and an associate member school had all received a good rating following Ofsted inspection. • Achievement and attainment were pleasing and reassuring despite challenges faced coming out of school closures because of the pandemic. • PAN (pupil admission numbers) was increasing due to migration across the Trust, and growth at Priestley College. • The Trust had received a clean external audit, and an internal audit had scrutinised areas with a positive outcome. • All bar one academy had balanced budget for 2022-23; the reason for the one was due to accounting for SALIX (interest free Government funding to the public sector) loan. • The Trust was in a healthy financial position. • Capital investment had included the rebuild at Bridgewater High, which was now completed, and the imminent rebuild at Penketh High. • There were options for growth due to interest locally within Warrington, and regionally within Wirral and St. Helens. • Working in partnership with schools as an associate had added an interesting dimension to the organisation. • Pupil facing work had been taking place, which had been positive. • Budgets had been adjusted for the uncertainty of pay increases, with budgets still in a positive position. • A focus moving forward would be on the challenges of cyber threat across the organisation. • Recruitment and retention of teaching staff was now starting to impact TCAT; this would be a focus going forward. <p>Members questioned the Trust strategy for growth, and to what extent associate membership would happen. The CEO advised that TCAT had been commissioned by the DfE (department for education) to support several schools under TSI (Trust and school improvement offer), with significant success. DfE had paid TCAT to support South Wirral High for twelve months with a view to the school joining the organisation. Regional Schools Commission would be growing the MAT (multi academy trust) structure going forward; TCAT had a strong central infrastructure to enable this growth. The Chair noted that Trustees were satisfied there was a strong appetite for growth within the North-West region.</p>
8	Finance



	<p>a) Receive Financial Accounts 2021-22</p> <p>The Chair referred to the Annual Accounts that had been shared with Members on Governor Hub in advance of the meeting, and the following headlines were noted:</p> <ul style="list-style-type: none"> • External audit was satisfied that the surplus of £4 million was a reasonable buffer enabling cover for one month worth of operating costs. • All schools within the Trust had reported a surplus. • Accounts had been produced in a timely manner, and a great amount of work had gone into this. • The accounts had received positive feedback from the internal audit, reassuring Trustees that robust processes were in place. <p>Members queried the timing for Member appointment of external auditors for the forthcoming year. The CEO noted that the current external auditors had been appointed for three years, so would remain in place for the next twelve months. The Trust Finance Director would be going out to tender for the year 2024-25 onwards in Spring B; details would be brought to the next members meeting 22.06.2023 for appointment by Members.</p>
9	<p>Capital Investment (Presentation)</p> <p>The Director of Operations presented the report that had been shared with Members on Governor Hub in advance of the meeting, and the following highlights were noted:</p> <ul style="list-style-type: none"> • Since TCAT began operation, £8.5 million had been committed to capital expenditure; £8 million of works had been completed, and the £500,000 balance would be used within the next two years. • Projects were because of a condition survey, or request for improvements. • Bridgewater High had recently undergone a £4.8 million expansion which had enhanced the student experience, taking PAN from 300 to 360. • A rebuild at Penketh High had been approved and was at the stage of feasibility and specification with DfE with decision expected 31.01.2023. This would be a zero-carbon build. <p><i>HP left the meeting at this point: 16:36</i></p> <ul style="list-style-type: none"> • An application for a £7 million decarbonisation project had been submitted late 2022; £1.7 million spend had been approved by Trustees in Summer 2022, which had been retained despite the renewed Trust contribution of £787,000, as contingency. The Government would fund £5.7 million <p><i>HP returned to the meeting at this point: 16:38</i></p> <ul style="list-style-type: none"> • The decarbonisation project would see the installation of ground source heat pumps to cut carbon but would also replace future works. • A project to replace lighting with LED across the Trust was currently in the review stage, then would go out to tender. • An energy monitoring project, and a solar project, were both also in the pipeline. <p>Members commended the decarbonisation project and hoped TCAT were successful with the bid.</p>



	<p>Members questioned the level of disruption to learning anticipated with the decarbonisation project and what contingency had been agreed. The Director of Operations noted that ground works would take place over the summer holidays, and the field then reseeded; this work could not take place at any other time. Another constraint would be the installation of boilers and fabric works; these would mostly take place during school holidays.</p>
10	<p>Articles of Association</p> <p>The Director of Operations referred to the Articles of Association, and Memorandum of Understanding, which had both been shared with Members on Governor Hub in advance of the meeting, and the following was noted:</p> <ul style="list-style-type: none"> • The current version of the documents had been set by the DfE at the time the Trust began operation in 2017. • It would be Members' responsibility to make any changes to these documents • TCAT lawyers, Stone King, had been consulted, who had advised that Members may want to revisit these documents to reflect how the Trust operated now. • It was likely that changes would come shortly from the DfE, as a new set of these documents was being drafted and would define such things as the scheme of delegation and levels of responsibility <p>Action: Members will revisit Articles of Association in the next meeting 22.06.2023.</p>
11	<p>Any Other Business</p> <p>There was no other business discussed.</p>
12	<p>Confirm Date and Time of Next Meeting</p> <p>22nd of June 2023, 4pm, TCAT Centre</p>

The meeting closed at 16:56

Action Log

Minute Reference	Action to be taken	By Whom	Completion Date
5 b	CP will pursue the appointment of a representative of the Liverpool Diocese to the Trust Board.	CP	ASAP
10	Members will revisit Articles of Association in the next meeting 22.06.2023	Members	22.06.2023

Signed:	
Chair:	