

## THE CHALLENGE ACADEMY TRUST

**Minutes of the meeting of the Members Board held on Thursday the 22<sup>nd</sup> of June 2023**

**Time:** 16:13 - 17:09

**Venue:** TCAT Development Centre / Remote

**Chair:** Maureen Mellor

**Clerk:** Katie Whitmore [katie.whitmore@entrust-ed.co.uk](mailto:katie.whitmore@entrust-ed.co.uk)

### Membership and Attendance

Name	Position	Attendance
Steven Broomhead (SB)	TCAT Member	Apologies Accepted
Peter Claus (PC)	TCAT Member	Apologies Accepted
Maureen Mellor (MM)	TCAT Member, <b>Chair</b>	Present
David Mowat (DMo)	TCAT Member	Present (Remote)
Chris Penn (CP)	TCAT Member	Apologies Accepted

### Also in Attendance

Name	Position	Attendance
Adrienne Laing (AL)	TCAT Operations Director	Present
Damian McGuire (DMc)	TCAT Director of Finance	Present
Andrew Moorcroft (AM)	TCAT CEO	Present
Howard Platt (HP)	TCAT Chair of Trustees	Present
Katie Whitmore (KW)	Entrust Clerk	Present

### Documents Shared Ahead of the Meeting

- FINAL Agenda TCAT Members Board 22.06.23
- 5a. FINAL Minutes TCAT Members Meeting 12.01.2023.
- 5b. FINAL Minutes TCAT Trust Board 23.03.2023
- 6. CEO report to the board June 23
- 9. External Audit Tender – Evaluation Discussion:
  - Email 1
  - Email 2
  - Email 3 LW Assessment
  - Email 4 HW Response
  - Email 5 SW Response
  - Email 6 JC Response
  - Email 7 PD Response
  - Email 8 LW Final Recommendation
  - External Audit Tender Response Summary
- 9. External Audit Tender – Tender Discussion:
  - TCAT External Audit Invitation to Tender
  - TCAT External Audit Specification
- 9. External Audit Tender – Tender Submissions:
  - 2023-06-09 The Challenge Academy Trust

Signed.....

Date.....



- Emails regarding submission
  - TCAT External Audit Proposal
9. T193 TCAT Engagement Letter June 23

**The meeting was quorate, with a minimum of two Members present.**  
**The meeting opened at 16:13**

1	<b>Welcome</b>  MM agreed to chair the meeting and welcomed attendees.  A performance by the TCAT choir had been scheduled to take place however would now take place at the next meeting 11.01.2024.																																										
2	<b>Absence/Apologies/Non-Attendance</b>  Apologies for absence had been received in advance of the meeting from SB and PC. CP was not present however his apologies were accepted pending receipt following the meeting.  <b>Resolved:</b> Apologies for absence were accepted for SB, PC and CP.																																										
3	<b>Declaration of Pecuniary Interests</b>  There were no declarations of interest in relation to items on the agenda.																																										
4	<b>Membership and Organisation</b> <b>a) Review of membership of Trust board / member appointments</b> Members reviewed the current membership of the Trust Board: <table><tr><th>Trustee</th><th>Term Ends</th><th>Comment</th></tr><tr><td>John Cartwright (JC)</td><td>23.05.2025</td><td></td></tr><tr><td>Susie Davis (SD)</td><td>23.06.2025</td><td></td></tr><tr><td>Phil McEwan (PM)</td><td>14.07.2025</td><td></td></tr><tr><td>John Monaghan (JM)</td><td>01.04.2024</td><td></td></tr><tr><td>Andrew Moorcroft (AM)</td><td>Ex-Officio</td><td></td></tr><tr><td>Lacy Muir (LM)</td><td>16.12.2026</td><td></td></tr><tr><td>Howard Platt (HP)</td><td>01.07.2025</td><td>Chair of Trustees</td></tr><tr><td>Susan Richardson (SR)</td><td>03.12.2023</td><td>Chair of Safeguarding Panel Resignation end of the academic year</td></tr><tr><td>Stuart Titchard (ST)</td><td>31.08.2025</td><td>Chair of Finance, HR, and Ops Committee</td></tr><tr><td>Linda Waterson (LW)</td><td>01.07.2025</td><td>Chair of Audit and Risk Committee</td></tr><tr><td>Stephen Whatmore (SW)</td><td>01.07.2025</td><td>Vice Chair of Trustees</td></tr><tr><td>Sheila Yates (SY)</td><td>01.04.2024</td><td>Chair of Curriculum &amp; Standards Committee</td></tr><tr><td>Vacancy</td><td></td><td>Representative from Liverpool Diocese</td></tr></table>	Trustee	Term Ends	Comment	John Cartwright (JC)	23.05.2025		Susie Davis (SD)	23.06.2025		Phil McEwan (PM)	14.07.2025		John Monaghan (JM)	01.04.2024		Andrew Moorcroft (AM)	Ex-Officio		Lacy Muir (LM)	16.12.2026		Howard Platt (HP)	01.07.2025	Chair of Trustees	Susan Richardson (SR)	03.12.2023	Chair of Safeguarding Panel Resignation end of the academic year	Stuart Titchard (ST)	31.08.2025	Chair of Finance, HR, and Ops Committee	Linda Waterson (LW)	01.07.2025	Chair of Audit and Risk Committee	Stephen Whatmore (SW)	01.07.2025	Vice Chair of Trustees	Sheila Yates (SY)	01.04.2024	Chair of Curriculum & Standards Committee	Vacancy		Representative from Liverpool Diocese
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**Members acknowledged:**

- SR had tendered her resignation with effect from the end of the academic year, which would create a vacancy on the Trust Board and would require a replacement Chair of the Safeguarding Panel. **Members recognised** that SR had been immensely helpful on the Trust Board with her background in Education, her commitment to the Safeguarding Panel as Chair, and her involvement in the LGB (Local Governing Board) at Broomfields Junior School.
- JM had health issues which had led to non-attendance. HP had written to JM regarding his intention to continue as Trustee, which JM confirmed he intended to do.
- HP had written to all Trustees requesting confirmation of commitment to the Trust Board over the next academic year, however had received no response. HP will raise this in the next Trust Board meeting 13.07.2023.

**Members questioned plans to fill the vacancy on the Trust Board, and the replacement of Chair of the Safeguarding Panel created by the resignation of SR.**

HP advised that a single academy in St Helens was in the process of joining the Trust. Once formalised, consideration would be given to the Chair of Trustees at this academy joining the Trust Board. HP suggested that current Trustee PM could be considered for the role of Chair of the Safeguarding Panel due to his career as a senior Officer within the Police Force. This would be discussed with PM at the next Trust Board meeting 13.07.2023.

**Action:** HP will feed back to Members updates to Trust Board membership and organisation following the Trust Board Meeting 13.07.2023.

**5 Minutes**

**a) Members Board meeting held 12<sup>th</sup> of January 2023**

**Resolved:** The minutes of the Members Board meeting 12.01.2023 were approved as a true and accurate record and would be duly signed and made available to the public on request.

There were no matters arising from the minutes of the last meeting 12.01.2023.

The action log from the meeting 12.01.2023 were reviewed:

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. <b>Update 22.06.2023:</b> HP reminded Members that because there was a faith school within TCAT it was statutory that representatives from the Diocese the Trust falls under sit on the Trust Board. TCAT falls under Chester and Liverpool Dioceses therefore required a representative from each. CP had advised that there was no availability for a representative from the Liverpool	CP	ASAP



		Diocese currently; the onus sat with Liverpool Diocese to fill this vacancy.		
	10	<p>Members will revisit Articles of Association in the next meeting 22.06.2023.</p> <p><b>Update 22.06.2023:</b> This action would be deferred to the next meeting 11.01.2024. AL had been in contact with Stone King (TCAT Lawyers), who advised TCAT to wait for the updated Articles from the DfE (Department for Education) which had still not been released but was expected imminently.</p> <p><b>Members sought clarification of the likely expected changes to Articles.</b></p> <p>AM advised that changes would be mostly secretarial therefore not substantive. TCAT would await updates from DfE and adopt for good practice; however this change would require Members to gain approval from the Secretary of State. There was no pressure on Members to update Articles, rather it would be good practice to update as current Articles had been in place since the Trust formed.</p>	Members	11.01.2024
	<p><b>b) Trust Board meeting held 23<sup>rd</sup> of March 2023</b></p> <p><b>Members received</b> the minutes from the Trust Board meeting 23.03.2023 for information.</p>			
6	<p><b>CEO Report</b></p> <p>The CEO had shared the report with Members on GovernorHub in advance of the meeting, and highlighted the following items:</p> <ul style="list-style-type: none"> <li>• Generally things were going well within TCAT with a good year to date.</li> <li>• There had been lots of interest in terms of growth and TCAT will proceed with caution considering all risks related to expansion.</li> <li>• Growth and Ofsted (Office for Standards in Education) would be discussed in more detail within Agenda Items 7 and 8.</li> <li>• The news was generally very positive across the Trust in relation to pupil numbers. Schools which had struggled in the past with pupil numbers were now in a positive position; Beamont Collegiate Academy was previously undersubscribed however had received a 'Good' judgement from Ofsted and was now full; Penketh High was previously undersubscribed and PAN (Pupil Admission Number) had been reduced to 180 however had received a 'Good' judgment from Ofsted and had experienced significant admissions from the Hong Kong community. Both reasons had seen rapid growth with PAN now at 220, creating logistical and financial issues; Priestley College had seen an increase in numbers year on year resulting in the introduction of admissions guidance which may see students turned away for the first time; Padgate</li> </ul>			

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Date.....



Academy was still struggling with pupil numbers however had seen growth of EAL (English as an Additional Language) students in the last twelve months, and imminent good news from Ofsted will help to increase numbers.

- TCAT was supporting several schools external to TCAT through TSI (Trust and School Improvement offer) contracts through the DfE. TCAT had also been approached by other Trusts to provide SLA (Service Level Agreement) support around, for example, NPQs (National Professional Qualifications) and ECT (Early Career Teachers) framework. External delivery was offering great professional development for staff at TCAT and was financially positive for the Trust.
- Capital investment was planned at Penketh High and Great Sankey Primary. ESFA (Education and Skills Funding Agency) will fund a full rebuild at Penketh High and Warrington Borough Council will fund an expansion at Great Sankey Primary to expand from 45 to 60 PAN. The extension to Bridgewater Upper School was now complete with any teething issues underhand.
- Challenges faced by TCAT included the ongoing industrial action, cost of living, recruitment and retention, and finance because of current uncertainties.
- Priorities for TACT were around SEND (Special Education Needs and Disabilities), SEMH (Social Emotional and Mental Health), maximisation of efficiencies, capacity within the CET (Central Executive Team), and consideration of the changing profile of workforce around AI (Artificial Intelligence).

**Members questioned what extra funding was available to help with the large EAL growth in schools across the Trust.**

The CEO confirmed that there was no additional funding related to EAL growth. The LA (Local Authority) had received a pot of money for growth; Warrington had put this growth money into a central pot as growth had not been predicted however subsequently experienced massive growth for which no money was available. Schools would not receive funding for in-year admissions until the subsequent year; further if admissions took place after the October census effectively it would take two years for funding to be received. The Director of Finance was part of a working party within the LA to reinstate growth funding and fund new students in-year. There was some additional funding for asylum seekers from Ukraine and Afghanistan. TCAT had spoken with the DfE who advised any growth funding would come from the LA.

**Members queried if the large growth in EAL students was having any impact on schools.**

The CEO advised that this had been a challenge however schools had been positive and were doing a good job and had developed expertise in EAL quickly. EAL growth had changed diversity statistics across the Trust and was welcomed.

**Members asked if many members of SLT (Senior Leadership Team) had a background in STEM (Science, Technology, Engineering and Maths), as this could increase the attractiveness of the Trust in recruitment of teachers of Maths and Science as it would evidence career progression into the management team.**

The CEO advised that around 10% of SLT had a STEM background. This was something that TCAT would consider.

**Members questioned if there had been any press around Ofsted judgements of schools within TCAT now that all had been judged 'Good' or 'Outstanding.'**



	<p>The CEO advised that there had not been promotion around the TCAT brand as whole but was being considered. Schools would recruit as individual schools and not around the TCAT brand.</p> <p><b>Members thanked</b> the SLT and Staff of all academies within TCAT, <b>and acknowledged</b> the work undertaken to achieve a judgment of 'Good' or 'Outstanding' from Ofsted.</p>
<b>7</b>	<p><b>Growth</b></p> <p>The CEO shared with Members updates around the growth of TCAT:</p> <ul style="list-style-type: none"> <li>• There had been interest from schools and academies within Halton, St Helens, Liverpool, Wigan, Cumbria, and Warrington. Originally TCAT had planned to stay Warrington centred, which had been modified to locations within a half-hour drive of the TCAT Centre in Appleton.</li> <li>• The CEO reassured Members that TCAT will take a considered approach to growth, assessing all risks of expansion.</li> <li>• The DfE Regional Director had articulated regularly that they see TCAT as one of strongest Trusts.</li> <li>• A primary school from Warrington will join TCAT in September pending final approval from the Advisory Board. This school had been judged as 'Good' with one area of 'Outstanding' by Ofsted.</li> <li>• The first school beyond Warrington, from St Helens, will join TCAT in September pending final approval from the Advisory Board. This school had been judged 'Good' by Ofsted and was in a good position financially. This school had several feeder primary schools which will be considered as part of growth plans.</li> <li>• TCAT had been approached by a Trust in Halton with an initial offer to take all eight schools within their Trust; TCAT had declined the offer of all eight schools however was considering taking on some of the schools.</li> <li>• A Growth Committee of Trustees had been established to ensure that TCAT did not take on too much to avoid a negative impact.</li> <li>• There was consideration being given to the expansion of the CET.</li> </ul> <p><b>Members queried if there was a statutory or policy limit on the number of schools and academies within a Trust.</b></p> <p>The CEO advised that there was no limit, and that there were some national Trusts with between seventy and eighty academies. HP confirmed that CET took 3% from each school within the Trust which was used to generate central resources. Central resources would therefore increase as a consequence of growth.</p> <p><b>Members questioned the leadership within the school in St Helens which would join TCAT.</b></p> <p>The CEO confirmed that the leadership team will add capacity to TCAT. The school was already a single academy, and it was expected that TCAT should see some economies of scale.</p>
<b>8</b>	<p><b>Ofsted</b></p> <p>The CEO shared headlines around Ofsted inspections across the Trust:</p> <ul style="list-style-type: none"> <li>• All TCAT schools had been judged as 'Good' or 'Outstanding' which was a great position for TCAT. Some schools had never been judged as 'Good' in their histories.</li> </ul>





	<ul style="list-style-type: none"> <li>• Padgate Academy was awaiting the final report however this was expected to be a judgement of 'Good,' which this school had not seen for a generation. There had been significant volatility and disruption at this school and TCAT had been working closely with the new Principal.</li> <li>• There had been six inspections at TCAT schools this year; all inspections had been robust and challenging.</li> <li>• Beamont Collegiate Academy had submitted a complaint further to their inspection regarding the unprofessionalism of the Lead Inspector, which had also been challenged during the inspection. The complaint had been handled satisfactorily by Ofsted. TCAT had supported the school during this process.</li> </ul> <p><b>Members questioned if Ofsted were likely to make any major changes further to negative press.</b></p> <p>The CEO advised that he had been invited to a round-table meeting with Ofsted's Chief Inspector to consult on reforms to Ofsted. ASCL (Association of School and College Leaders) were petitioning for reform, and there was pressure from Unions to remove gradings and rather focus on function.</p> <p><b>Members acknowledged</b> the good outcomes of Ofsted inspections over the year.</p>
9	<p><b>Appointment of external auditors</b></p> <p>The Director of Finance had uploaded files to GovernorHub for Members to review. TCAT had gone out to tender to ten companies following research however received a disappointing response with no response from three, a further three withdrawing from the process as they did not have the capacity to work with a MAT (Multi-Academy Trust), and one submitted late. The incumbent had submitted a tender.</p> <p>Responses had been reviewed by the Audit and Risk Committee and recommended to Members the reappointment of the incumbent, Murray Smith.</p> <p>The Committee had given consideration to cost, where Murray Smith was the lowest, confidence around the work that Murray Smith had provided over the past six-years, and that Murray Smith was a known entity with the Partner and Audit Manager both attending meetings and offering active challenge. The Committee also acknowledged TCAT that had an internal auditor, and that TCAT was perceived as low-risk due to good financial health,</p> <p><b>Members asked Trustees if a rotation process had been considered for the appointment of external auditors, which might encourage more companies to bid.</b></p> <p>HP advised Members that TCAT was under a legal obligation to tender and not a legal obligation to change auditors.</p> <p><b>Members sought clarification of the term of appointment.</b></p> <p>The Director of Finance advised that the term would be four-years with a possible extension.</p>



	<b>Resolved:</b> Members approved the reappointment of Murry Smith as External Auditors for a four-year term.
<b>10</b>	<b>AOB (Any Other Business)</b> <p><b>a) Cyber</b> The CEO shared with Members that TCAT had gained Cyber Essentials accreditation in February 2023, and was one of the first Trusts to receive this. The Operations Director advised that this would need to be renewed annually and was in plans for next year. Cyber was regularly highlighted at audit. HP advised that the single academy in St Helens that will join TCAT in September also had Cyber Essentials accreditation.</p> <p><b>b) Ground Source Heat Pumps</b> The Operations Director gave an update to Members further to discussion in the last meeting 12.01.2023.</p> <p>TCAT had been successful in the bid to secure Government funding for the decarbonisation project of £5million. TCAT will contribute £1.4million with an additional £300,000 contingency. Works will take place around building insulation and the installation of ground source heat pumps on school grounds at five TCAT schools. A tender for roof insulation had been issued, work was being considered around cavity wall insulation, and air tightness testing was currently taking place. Designs for the ground source heat pump piping had been agreed with Heads at each school with plans to do as much work as possible over the upcoming Summer holidays and then replace the grass on the sports fields ahead of re-opening in September. It may be the case that existing networks of pipes and radiators may need to be replaced as part of a further project, depending on the result at each school. The project was on track against plans. The project will not save TCAT a huge amount of money, however, will reduce carbon emissions by 40%.</p>
<b>11</b>	<b>Confirm Date and Time of Next Meeting</b> <ul style="list-style-type: none"> <li>• 11.01.2024, 16:00pm, TCAT Centre</li> <li>• 20.06.2024, 16:00pm, TCAT Centre</li> </ul>
<b>12</b>	<b>Confidential Matters</b> <p>There were no confidential items discussed.</p>

**The meeting closed at 17:09**

### Action Log

Minute Reference	Action to be taken	By Whom	Completion Date

Signed.....

Date.....





4	HP will feed back to Members updated to Trust Board membership and organisation following the Trust Board Meeting 13.07.2023.	HP	ASAP
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5	Members will revisit Articles of Association in the next meeting 11.01.2024.	Members	11.01.2024