

#### THE CHALLENGE ACADEMY TRUST

# Trust Board Meeting Draft Minutes Thursday 10<sup>th</sup> July

**Venue:** TCAT Professional Development Centre

**Chair:** Howard Platt

Clerk: Melissa Alexander <u>m.alexander@tcat.uk.com</u>

Trustee	e Board Members		End of
LB	Linda Pove	Trustee (Foundation Diagona of Chaster)	<b>Term</b> 31.08.2028
JC	Linda Boys	Trustee (Foundation - Diocese of Chester)	
MG	John Cartwright  Matthew Grant	Trustee (Member appointed)	23.06.2029
		Trustee (Member appointed)	20.06.2028
PM	Phil McEwan	Trustee (Member appointed) (Chair, GSP)	14.07.2029
AM	Andrew Moorcroft	CEO, Trustee	N/A
HP	Howard Platt	Chair, Trustee (Member appointed)	01.07.2029
JW	John Warren	Trustee (Member appointed)	11.01.2028
LW	Linda Waterson	Trustee (Member appointed)	01.07.2025
SW	Stephen Whatmore	Vice Chair, Trustee (Member appointed) (Chair, BCA)	01.07.2029
PW	Peter Winter	Trustee (Member appointed)	11.01.2028
SY	Sheila Yates	Trustee (Chair, PRI) 01.03.20	
Also In	vited to Attend		
PC	Phil Calrow	Chair of Governors, Meadowside Primary	
CO	Carole Owen	Chair of Governors, Padgate Academy	
FL	Fergus Laing	Chair of Governors, Broomfields Junior School	
РО	Paul Otter	Chair of Governors, Appleton Thorn Primary	
AP	Anita Pailing	Chair of Governors, Bridgewater High School	
MB	Moira Bryan	Chair of Governors, Penketh High School	
CW	Carolyn Williams	Chair of Governors, Penketh South Community Primary	
GW	Geraint Williams	Chair of Governors, Sir Thomas Boteler Church of England	
		Community High School	
AO	Ashlea O'Rourke	Chair of Governors, Dallam Community Primary School	
VB	Vicky Briggs	Director of Education, TCAT	
AL	Adrienne Laing	Operations Director, TCAT	
BL	Ben Logan	Head of HR, TCAT	
TL	Tim Long	School Improvement Lead, TCAT	
DH	David Halsall	CFO, TCAT	

НО	Helen O'Sullivan	Observer
JG	Jennifer Gavin	Observer

#### **Documents Shared Prior to the Trust Board Meeting:**

Item 5. Scheme of Delegation 2025-2026 Draft

Item 5b. TOR for Trust Board

Item 5c. TOR for Local Governing Challenge Board

Item 5c. Code of Conduct for Trust Board

Ite 5d. Code of Conduct for Local Governing Challenge Boards

Item 6a. Minutes from previous meeting 27.03.2025

Item 7. CEO Report

Item 8. Strategic Action Plan

Item 9a. TCAT 25-26 Business Plan Update

Item 10a. Audit and Risk Committee Meeting minutes 26.06.2025

Item 10b. HR, Finance and Operations Meeting Minutes 26.06.2025

Item 10c. Quality and Standards Committee Meeting Minutes 12.06.2025

Item 10d. Safeguarding Panel Committee Meeting Minutes 19.05.2025

Item 11a. TCAT Communications Policy

Item 11b. TCAT Succession Policy

Item 12a. Letter to accounting officers

Item 12b. Academy Trust Handbook

Item 12c. Academy Trust Handbook Key Updates Document

	Agenda Item	Lead
1	Welcome: MA welcomed Trustees to the final Trust Board meeting for the academic year and welcomed JG and HO to the meeting as Observers.  Part Two: MA confirmed that there were no Part Two items to be discussed.  AOB: MA confirmed that logistics for the Ty'n-Y-Felin 'Visioning Day', scheduled to take place on 16/07/2025 will be shared in AOB.	MA
2	Absence / Apologies / Non-Attendance:  JC shared apologies in advance of the meeting and these were accepted.	MA
3	Register of Interests:  LB shared one register of interest, confirming that she has supported Sir Thomas Boteler Church of England High School with the addition of a faith school section in the revised Local Governing Challenge Board (LGCB) Terms of Reference.	MA
4	<b>Declaration of pecuniary interests in relation to agenda items:</b> There were no declarations of pecuniary interests in relation to the agenda items.	MA
5	<ul> <li>Membership and Organisation:         Terms of Office:         </li> <li>JC and PM have extended their term of office date, and this was approved by Members on 19/06/2025 and updated by the clerk.</li> </ul>	MA

- HP and SW confirmed that they wish to extend their term of office as Chair and Vice Chair of TCAT's Trust Board, and the terms of office have been updated by the clerk.
- LW has given resignation, and this will be LW's final meeting as a Trustee.
- JC has expressed interest becoming Chair of the Audit and Risk Committee. MA shared that the role of Chair is open to trustees and requested trustees email MA directly if they are interested in fulfilling this role.

#### Constitution: Vacancies

MA shared that there will be x3 trustee vacancies following LW's departure as Trustee. MA explained that two guests had been invited as observers for the meeting following their expression of interest to become Trustees.

<u>Introductions:</u> Trustees were provided with a CV/ pen portrait for JG and HO prior to the meeting. Both JG and HO were formally introduced and provided the Trust Board with a brief introduction and summary relating to their current roles.

- JG explained that she is from a finance background, business owner as well as a Trustee for Norton Priory. JG added that she is a Chair of Governors at a primary school in Halton and expressed her passion for working with and supporting the local community.
- HO shared that she is at The University of Chester. HO added that TCAT and The University of Chester are working in collaboration and highlighted the importance of this partnership. HO expressed her passion for education.

#### Scheme of Delegation revised: (For Approval)

MA reported that the Scheme of Delegation (SoD) has been reviewed in line with the Trust's policy, which requires a formal review every two years. MA explained the review is scheduled to ensure the document remains current, compliant, and aligned with the Trust's governance and operational structures. The review process included a comprehensive consultation with key stakeholders, including members of the Central Team, academy leaders, and governance representatives.

MA shared feedback received during the consultation was carefully considered and has been incorporated into the revised document to reflect evolving responsibilities, regulatory updates, and operational best practice. The updated SoD provides clearer delegation of roles and responsibilities across the Trust Board, Local Governing Challenge Boards, and Executive Leadership, supporting effective decision-making and accountability.

MA requested approval from the Trust Board for the amended Scheme of Delegation. The Scheme of Delegation for 2025-2026 was approved. <u>Terms of Reference (TOR) for Trust Board and Local Governing Challenge Boards (LGCBs)</u> (For Approval)

MA provided a brief update relating to the minor amendments that have been added to the Terms of Reference documents for both Trust Board and Local Governing Challenge Boards. MA explained that the following amendments had been made:

- TOR for Trust Board: MA explained additional responsibility added for the Audit and Risk Committee to review the Trust's progress in meeting the 6 key digital and technology standards by 2030 in line with the new Academy Handbook.
- TOR for Local Governing Challenge Board: MA explained that the title of the board has been amended throughout the document. In addition, a faith element has been added to recognise Sir Thomas Boteler Church of England High School and reference to the TCAT Communications Policy has been added.

<u>Codes of Conduct for Trust Board and LGCBs revised:</u> (For Approval)

MA confirmed that the Code of Conduct for the Trust Board has been reviewed as part of the annual governance cycle. MA explained that there have been no amendments proposed as the document remains fit for purpose. MA added that in line with governance best practice, the Code of Conduct requires formal approval by the Trust Board on an annual basis, regardless of whether changes are made.

MA explained that there were two minor amendments to the Code of Conduct for the Local Governing Challenge Board. The first amendment is the change of title for the board throughout. The second amendment is reference to governor responsibilities and the rewording of 'overseeing' to 'monitoring' of financial performance in line with the updated Scheme of Delegation.

MA asked for the Trust Board's approval for both Code of Conducts. Both Codes of Conducts were approved.

## 6 Minutes of the Trust Board Meeting which took place on Thursday 27<sup>th</sup> March 2025

**HP** 

- a) Approval of the Minutes: The minutes from the previous meeting were approved.
- b) Matters arising: There were no matters arising discussed.
- c) Action log: HP checked the actions from the previous meeting. All actions were completed.

Minute Ref.	Action to be taken	By Whom	Completion date	
9.	MA to note JC's apologies for the next meeting scheduled for 10/07/2025.	MA	ASAP	
9.	MA to liaise with Joe Obiro to organise a TCAT Trustee Away Day	MA	ASAP	

**7 CEO Report:** (for information and discussion)

AM took the CEO Report as read, and provided the Trust Board with a brief overview for the following key areas:

#### AM 20 mins

#### Ofsted:

- Appleton Thorn Primary School received a positive Ofsted report, reflecting continued improvement and strong leadership. AM confirmed the report is available to read via the academy's website should Trustees wish to access the report.
- Trustees were informed that a new Ofsted inspection framework is scheduled to be introduced in September 2025.

#### BCA:

Gareth Harris will be stepping down to take up the role of Education
Director at Ormiston Trust. AM confirmed that Paul Greenhalgh has
been appointed as the new Principal and will join the Trust
in September 2025. AM added that VB is leading on Paul's induction and
Bev Scott-Herron has offered her assistance with the induction.

#### Audit Update:

- AM reported that the Trust selected its most challenging areas for audits to inform strategic development. AM explained that audit feedback and recommendations have been taken on board to assist with planning and preparations moving forward.
- A comprehensive ICO audit was recently completed, providing strong assurance to the Trust Board regarding data protection and compliance.

#### Finance Update:

• David Halsall joined TCAT as Chief Executive Officer in April 2025. The executive team is progressing well under his leadership.

#### Capital Investment:

 AM confirmed that the Trust has secured and deployed £26.5 million in capital investment across its academies, supporting infrastructure and learning environments. AM added that there are a large number of projects scheduled to begin in summer.

#### **RISE Teams:**

 TCAT has delivered a significant volume of external school improvement work over the last couple of years for local schools and Trusts. AM explained that the Trust has been selected to support two schools under the RISE project, with a two-year commitment. Lead practitioners from TCAT are being deployed to support these schools, which also contributes positively to staff development and retention.

#### Funding:

 AM highlighted the ongoing financial pressures across the education sector and reinforced the need for efficiency and value for money across all Trust operations.

#### <u>Digital technology:</u>

• The Trust is actively exploring the role of artificial intelligence in education, with a focus on safe and ethical implementation. AM added that discussions are ongoing with Heads and Principals regarding the "I Teach" digital strategy, which is being prepared for rollout in line with the Digital Strategy that is headed by TL.

#### Net Zero Bid – termination of contract:

Concerns were raised regarding the performance of Niche, the
contractor responsible for decarbonisation works. AM explained that the
Trust have met with Niche on numerous occasions to find a resolution to
the unsatisfactory work, however, no solution was made, therefore, the
Trust have followed advice from the Trust's Project Manager and legal
advisor to terminate the contract with Niche. Following legal advice, the
Trust is pursuing two potential routes to recover costs which
are arbitration or insurance. In the interim, the Trust will cover the costs
to ensure continuity of work, with recovery actions underway.

HP questioned who receives the CEO Report.

AM confirmed that the CEO Report is distributed to Trustees, Chairs of Governors and all Governors across the Trust.

**8 Strategic Action Plan:** (for information and discussion)

AM 20 mins

AM provided an update on the implementation of Key Performance Indicators (KPIs) designed to drive excellence across the core elements of the Strategic Action Plan (SAP). AM explained that progress is being monitored using a RAG (red, amber, green) rating system, which has been applied to assess developments to date.

The SAP has been developed in alignment with the Education Endowment Foundation (EEF) Framework, ensuring an evidence-informed approach to school improvement. During the current academic year, the Trust has completed the exploration and preparation phase to ensure that strategies are carefully developed. The Central Team is now transitioning into the delivery phase of the plan. AM noted that a range of new initiatives and strategies will be introduced and embedded as part of this next phase.

A Trustee queried how the SAP links with individual academy action plans.

AM explained that each academy's Priority Action Plan (PAP) is developed using the Trust's SAP as a foundation. VB works collaboratively with Heads and Principals to tailor priorities to each academy's context, ensuring a consistent and strategic approach across the Trust.

**9 Budget:** (for information, discussion and approval)

### **DH** 15 mins

#### Business Plan Update: (for approval)

DH presented the budget for the next three years, highlighting the challenges of funding and the efforts to operate more efficiently. DH emphasised that a lot of hard work has been done to achieve a balanced budget and the significant milestone of reaching £100 million in combined revenue and capital income. DH confirmed that from a capex perspective, SCA and DFC funding is expected to remain relatively stable over the next three-year period, which the Trust.

**AL** 5 mins

DH explained that when initially joining the Trust, the deficit for the Trust was £2.6 million. DH explained that a huge amount of work has gone into budget planning. DH explained that TCAT Trust reserves remain healthy and are growing. DH presented an executive summary of the 2025–2026 academic year budget, highlighting the extensive efforts made to establish a sustainable financial plan. He reported that the Trust is projecting a surplus of £310k in the first year, increasing to £634k in the second year and reaching £1 million by the third year.

#### Educational challenges:

DH highlighted that finances is a sector challenge sparked by a variety of different causes. DH explained that there has been difficulty to balance budgets due to limited funding and highlighted the significance of the Trust finding efficiencies to reduce spending.

#### <u>Peel Hall funding – Padgate Academy Refurbishments:</u>

DH noted that this will require ongoing cash flow management, which will be monitored in phases. The Trust will initially cover the costs of the Padgate Academy estates projects, with reimbursement to be secured through the Peel Hall developments agreement.

#### Academy Finances:

DH explained that most academies are in a healthy financial position all in a surplus with the exception of the following academies whose budget deficits are being funded via their own reserves.

 Dallam Community Primary School: DH shared that a three-year phased budget has been developed in collaboration with the Headteacher and VB to support the academy in working towards a healthier financial position.

- Priestley College: DH explained that the college have been significantly impacted by the decrease in student numbers, due to LAG funding which reduces the college's finances by approximately one-millionpound.
- The Sutton Academy: DH explained that Alternative Provision spending has been high and added that there has been high spending for sixth form. DH explained that there is a phased sixth form closure for the academy which will lead to a more stable position for the academy.
- Penketh High School: DH explained that a deficit for this academy continues to be paid and the budgets within the academy have been very carefully managed.

A Trustee challenged why numbers at Priestley College have fluctuated so much.

AM explained that this happens from one year to another and that this is the nature of the beast.

MG explained that colleges are planning their budgets one year at a time for the following two years. MG explained that students can have as many as places as they want, however, there is no true way to determine this and explained that there are numerous factors that contribute to the final numbers of students.

A Trustee shared that overall, the college numbers are approximately 2000 students, and the LAG funding can come as a real challenge.

DH requested for formal approval from the Trust Board for the budget and approval for delegation for budget forecasting. Both were approved by Trust Board.

Priestley College Wi-Fi Update: (Verbal)

AL reminded the Board that any capital expenditure exceeding £50,000 and not already accounted for within the approved budget must be submitted to the Trust Board for approval. Reference was made to the CEO's Report, which outlines the proposed renewal of Priestley College's IT infrastructure.

AL confirmed that a detailed business case for Priestley College's IT infrastructure is currently being prepared and will be shared with Trustees in due course for consideration. AL explained that the proposal for the college's IT infrastructure has already received approval from the Priestley College Local Governing Board. SY added that the project has been thoroughly reviewed by the College's Finance Committee and confirmed that £2 million in reserves has been allocated to fund the investment. SY assured Trustees that the college will remain in a strong financial position following the project and emphasised that the investment represents a strategic enhancement that will deliver significant benefits to all students and staff.

AL requested Chair's Action to review and approve the project to move forward.

The Trust Board have approved this.

#### Broomfields Junior School Refurbishment:

AL reported that a comprehensive review and negotiation process has been undertaken in relation to the proposed capital works at Broomfields Junior School. An initial allocation of £1 million has been approved by the Trust Board, to be funded from the School Allocation Funding, rather than from the academy's reserves. AL noted that there is a potential for the total project cost to increase to £1.2 million, subject to final scoping and procurement outcomes.

AL requested Chair's Action to review and approve the additional spend of £200k should this be required.

AL confirmed this extra money will come from the SCA.

AL requested Chair's Action to review and approve the project to move forward.

The Trust Board have approved the request to implement a Chair's Action if required.

#### **10** Sub-committee minutes and updates: (For Information)

#### Audit and Risk Meeting Minutes 26.06.2025 (LW)

- The Finance Team has reported several positive developments, reflecting ongoing improvements.
- The Trust is in a strong financial and operational position following recent audits.
- The Risk Register continues to be a valuable tool, with the recent spotlight session proving particularly effective.
- The Internal Audit contract will be extended for an additional year, with a formal tender process scheduled for 2026.

#### HR, Finance and Operations Meeting Minutes 26.06.2025 (PW)

- Rathbones attended the meeting and delivered a presentation on the Trust's investment portfolio, which remains in a healthy position.
- The Business Plan was formally approved.
- Central support is being provided to address HR concerns across the Trust, with a balanced and stable outlook reported.
- A CPD (Continuing Professional Development) programme for support staff is currently under development.
- The Expenses Policy was reviewed, updated, and approved.

#### Quality and Standards Committee Meeting Minutes 12.06.2025 (SY)

- VB delivered a demonstration of the Education Scorecard, showcasing how performance data is being used to inform strategic decisionmaking.
- Trustees were granted access to peer review documentation, enabling further review and benchmarking where required.
- Tim Long provided an update on the Trust's Digital Strategy, outlining recent technological investments and developments aimed at enhancing the student learning experience within the classroom.

Safeguarding Panel Committee Meeting 19.05.2025 (PM)

LW PW SY PM

15 mins

- Standardisation of CPOMS usage has significantly improved, with the spotlight initiative noted as a key driver.
- Safeguarding visit reports were reviewed, with no major concerns raised.
- Training needs for Governors, Chairs of Governors, and Trustees were identified and will be addressed through targeted development.
- Updates were provided on LADO referrals and safeguarding case activity.
- A Freedom of Information request regarding knife crime was discussed in depth. All academies responded, and it was agreed that further training on this issue would be beneficial for staff across the Trust.

#### 11 | Policies: (For Approval)

VB/ AL 10 mins

#### **TCAT Communications Policy**

MA explained that the TCAT Communications and Reporting Policy has been developed to provide insights into key platforms used within the Trust as well as the ways in which the Trust engages with key stakeholders. MA added that proposed agendas and suggested reports/ core documents have been added to support academies with the planning and preparations for the recommend six Local Governing Challenge Board meetings that take place across all academies throughout the academic year.

SY challenged that Priestley College do not use the Arbor MIS system and highlighted the significance of ensuring TCAT Policies represent all academies.

MA thanked SY for the feedback and agreed that it is essential all academies are represented in Trust policies. VB added that Arbor are exploring the prospect of developing an MIS system that can be utilised by colleges and sixth forms.

MA confirmed that the policy would be appropriately updated to ensure the key MIS systems utilised by Priestley College are explicitly outlined.

MA asked for approval for the TCAT Communications and Reporting Policy pending the amendments discussed and agreed. The TCAT Communications and Reporting Policy was approved pending the required amendments.

#### TCAT Succession Policy:

MA introduced the Trust Board to the revised TCAT Succession Policy, adding that recommendations from the NGA had been included to this amended version.

JW challenged that the Succession Policy would suggest that the governing body does not have a role to play in the recruitment of governors, raising concern that governor's involvement in the recruitment process has been removed. JW referred to the Governance and Search Committee, which was noted in appendix 2,

highlighting that this committee removes the local remit of academy governors and centralises the processes.

AM confirmed that this is not the intent of the Trust and asked JW what he would recommend improving this policy to provide greater

JW suggested adding explicit reference to Headteachers/ Chairs of Governors and their role in the recruitment process.

HP commented that Stacey Snagg, TCAT's Stakeholder and Engagement Officer, assists with Governor recruitment. HP added that intention of the Governance and Search Committee it is not the intent for the Trust to manage this at an academy level.

JW raised the concern that the document could be read the Trust taking control of academy level recruitment and deemed as "fait accompli" by Chairs of Governors and Governors.

AM confirmed that this is not the intent of the Trust adding that the Trust to not intend on overseeing recruitment or processes for individual academies but are there to assist if and where required.

SY raised the importance of not creating additional work for TCAT Central staff and this point was agreed by AM.

It was agreed that appendix two would be reviewed and revised for better clarity to ensure ownership of governor recruitment remains an academy level responsibility.

The Succession Policy was not approved. It was agreed by the Trust Board that the Succession Policy would be carried over to the next meeting which is scheduled to take place on Thursday 11th September 2025.

#### 12 **New Academy Handbook:** (for information)

DH shared that the New Academy Handbook come into force on 01/07/2025 noted the release of the new Academy Handbook and verbally summarised the key updates and relevant links that were added to Item 12c.

DH referred to the two key elements, providing a brief overview of the updates to raise awareness:

- Executive Pay
- Digital Standards

AM added that the electric car scheme offer is still in the process of being reviewed by the government. AM stated that this was a nice offer for staff and the Trust will continue to monitor updates. AM confirmed that as soon as this offer returns it will be taken to Trust Board.

13 AOB: MA

AM/ DH

10 mins

	MA shared the logistics for the upcoming Trustee Visioning Day which is	
	scheduled to take place on Wednesday 16 <sup>th</sup> July at Ty'n-Y-Felin.	
14	Date and time of next meeting:	
	Thursday 11 <sup>th</sup> September 4-6pm	
15	Part Two - Confidential	
	There were no confidential items discussed during this meeting.	

### Actions

Minute Ref.	Action to be taken	By Whom	Completion date
5.	MA to share HP email with JG and HO.	MA	ASAP
5.	MA to make a tweak to the LGCB Terms of Reference relating to the resignation of governors/ quorate reference (2.3.1)	MA	ASAP
7.	MA to circulate the CEO Report to all Governors/ CoG and Trustees	MA	ASAP
9.	MA to circulate any actions taken following the noted chairs action in agenda item 9. Relating to Broomfields Junior School's refurbishment.	MA	When required
11.	Amend appendix 2 and bring the Succession Policy forward to September 11 <sup>th</sup>	MA	Thursday 4 <sup>th</sup> September
14.	MA to note SW apologies for the meeting scheduled to take place on September 11 <sup>th.</sup>	MA	Thursday 4 <sup>th</sup> September
14.	MA to note PM apologies for the meeting scheduled to take place on September 11 <sup>th.</sup>	MA	Thursday 4 <sup>th</sup> September