

## THE CHALLENGE ACADEMY TRUST

### Trust Board Meeting Agenda

**Thursday 12<sup>th</sup> December 2024**

**Venue:** TCAT Professional Development Centre

**Chair:** Howard Platt

**Clerk:** Melissa Alexander [m.alexander@tcat.uk.com](mailto:m.alexander@tcat.uk.com)

Trustee Board Members			End of Term
LB	Linda Boys	Trustee (Foundation - Diocese of Chester)	31.08.2028
JC	John Cartwright	Trustee (Member appointed)	23.06.2025
MG	Matthew Grant	Trustee (Member appointed)	20.06.2028
PM	Phil McEwan	Trustee (Member appointed) (Chair, GSP)	14.07.2025
AM	Andrew Moorcroft	<b>CEO</b> , Trustee	N/A
HP	Howard Platt	<b>Chair</b> , Trustee (Member appointed) (Chair, STB)	01.07.2025
JW	John Warren	Trustee (Member appointed)	11.01.2028
LW	Linda Waterson	Trustee (Member appointed)	01.07.2025
SW	Stephen Whatmore	<b>Vice Chair</b> , Trustee (Member appointed) (Chair, BCA)	01.07.2025
PW	Peter Winter	Trustee (Member appointed)	11.01.2028
SY	Sheila Yates	Trustee (Chair, PRI)	01.03.2028
Also Invited 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	
PO	Paul Otter	Chair of Governors, Appleton Thorn Primary	
AP	Anita Pailing	Chair of Governors, Bridgewater High School	
MB	Moiria 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
DM	Damian McGuire	Finance Director, TCAT

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

Item 5. TCAT Review Panel Standing Committee  
 Item 6. Minutes from previous meeting 10.10.2024  
 Item 7. CEO Report  
 Item 8: Strategic Action Plan 2023-25  
 Item 9a. HR, Finance and Operations Meeting Minutes 10.10.2024  
 Item 9b. Quality and Standards Committee Meeting Minutes 17.10.2024  
 Item 9c. Safeguarding Panel Committee Meeting 05.11.2024  
 Item 10. South Wirral High School Approval Documents  
 Item 11. Ty'n-Y-Felin Lease  
 Item 12. Deed of Covenant  
 Item 13. Policy Schedule

	Agenda Item	Lead
<b>1</b>	<b>Welcome:</b> MA welcomed the Trust Board to the meeting.	<b>MA</b>
<b>2</b>	<b>Absence / Apologies / Non-Attendance:</b> MG shared apologies in advance with the Clerk. These apologies were accepted by the Trust Board.	<b>MA</b>
<b>3</b>	<b>Register of Interests:</b> There were no Register of Interests recorded during this meeting.	<b>MA</b>
<b>4</b>	<b>Declaration of pecuniary interests in relation to agenda items:</b> There were no declarations of pecuniary interests in relation to the agenda items.	<b>MA</b>
<b>5</b>	<b>Membership and Organisation:</b> MA explained that a TCAT Review Panel Standing Committee is in the process of being developed to support with Panel Review meetings such as Stage 3 Complaints or Permanent Exclusions. MA explained that the purpose of this Standing Committee and confirmed that Governors/Trustees will be provided with the required training to ensure the correct processes and procedures are followed. MA added that Stone King have recently led a face-to-face CPD session on Complaints and Permanent Exclusions, and further training is in the process of being organised.	<b>MA</b>
<b>6</b>	<b>Minutes of the Trust Board Meeting which took place on Thursday 12<sup>th</sup> September 2024.</b> <ul style="list-style-type: none"> <li>a) Approval of the Minutes: SY shared two points for amendments for Agenda Item 9 due to incorrect details noted:               <ul style="list-style-type: none"> <li>• Number of students that passed their Maths and Science GCSE.</li> </ul> </li> </ul>	<b>HP</b>

- For information to say that Priestley College have gone through the first stages of the complaint, and this has gone to a hearing. SY explained that if this does not come back with a satisfactory answer this complaint would go to Ofqual, and that Priestley College will receive legal support from Stone King.

The Trust Board Approved the minutes from the meeting that took place on Thursday 12<sup>th</sup> September on the basis that these amendments would be made.

b) Matters arising: There were no matters arising.

c) Action log: Action was made by MA following the previous Trust Board meeting.

Minute Ref.	Action to be taken	By Whom	Completion date
14.	MA to add LB to Finance, HR and Operations Committee on GovernorHub.	MA	ASAP

## 7 CEO Report: (for information)

AM

AM referred to the CEO Report that was provided to the Trust Board prior to the meeting. AM provided Trustees with an update on the following key areas:

- Meadowside Community Primary School: Following a leak that occurred, AM confirmed that staff and students have shown excellent resilience and added that attendance has been good. AM confirmed that staff and students will return to the school in January.
- HTPM and Business Support meetings: AM expressed that the Business Support meetings are crucial and provide excellent insights as well as clarity for required support from the Central Team. AM shared that Business Support meetings have gone well this term.
- Ofsted framework and curriculum review guidance: AM confirmed that a Curriculum and Review Group have newly formed which will result in a review of the national curriculum and assessment system. The report is scheduled for release Autumn 2025.
- Cyber Security and AI: AM stated that cyber security and AI present one of the main risks in which the organisation must mitigate. AM confirmed that cyber security is a key area of focus supported by Abtec, and added that the development of a strong Digital Communications Strategy will be key in protecting the Trust.
- EFSA Review: AM confirmed that this was a thorough review and shared that the feedback was very positive. TCAT were given no recommendations following this review.
- SLT Seminar: AM shared that the first SLT seminar of the year took place face-to-face at The Halliwell Jones Stadium and that the focus of this session was

	<p>Educational Excellence. AM stated that this was well attended and a very positive seminar.</p> <ul style="list-style-type: none"> <li>- The Challenge Award: AM confirmed that is underway and all academies have engaged with this new initiative. AM shared that updates will be provided throughout the year, and a celebration ceremony is scheduled to take place in July.</li> <li>- 'TCAT Does Christmas': AM confirmed that this was a very successful event, and shared that all academies were involved with this event.</li> </ul> <p>HP complimented AM on the level of detail that is included within the CEO Report. PW added that the CEO Report is very useful and provides a useful insight into the Trust.</p> <p><b><i>HP questioned how many academies have joined TCAT. AM confirmed there are officially thirteen academies within the Trust and added that South Wirral High School are scheduled to join early next year.</i></b></p> <p>AM shared that TCAT are continuing to lead on a variety of external support work predominantly led by TL. AM shared that TCAT are currently supporting Cowley College via ISO work.</p>	
8	<p><b>Strategic Action Plan: (for discussion and adoption)</b></p> <p>AM explained that the this is the first draft of the SAP and the significance of Trustees having the opportunity to shape this SAP. AM began discussions by referring to the key discussion points and the rationale that is based on the EEF framework. Reference to the Annual Impact Report 2023-24 was made and AM provided Trustees with a brief overview of the impact made across the academic year.</p> <p>TCAT strategies that are already firmly in place have been used to develop the SAP. AM explained organisational effectiveness is driven by Educational Leadership and Organisational Leadership, both of which are supported by policy, strategies and activities. AM explained that Trust policies are linked to appropriate strategy and shared that colleagues are involved in this process.</p> <p>AM introduced two new strategies covering Digital Strategy and Governance Strategy. AM began with justification for the needs for the development of a Digital Strategy and the way in which this is in the process of being led by Tim Long. AM expressed that this is not going to be a quick fix, this is going to be developed over time to support the Trust going forward. AM moved onto Governance Strategy and shared the significance of bringing governance forward. AM confirmed that a Clerking Service is going to be offered to TCAT academies to support with planning going forward.</p> <p>VB explained the rationale behind the SAP and referenced the EEF Approach. VB shared the significance of the Trust modelling the implementation to ensure our academies follow this model. VB explained that the SAP has been reformatted to support the Central Team with the provision of clear target setting and timelines. VB shared that there are three objectives and component parts that drive the SAP. Throughout, there is a clear link to TCAT strategies to further improve key areas across the Trust which will be utilised to support committees.</p>	AM

	<p>VB demonstrated how the Trust will be evaluating and measuring progress against key priorities and explained that there are key checks and balances along the way.</p> <p><b><i>A Trustee queried how often scorecards are assessed and measured. VB explained that the Education Scorecard is formally reviewed at least twice a year and shared that the scorecard is linked to Arbor and is a live document. VB added that if there were changes required, VB and TL are Ofsted Inspectors and are aware of updates in.</i></b></p> <p>TL added that Jonathan Smart visited TCAT to specifically go through TCAT scorecards. TL added that TCAT may be involved in a pilot scheme relating to educational scorecards and that information relating to this will be shared in due course.</p> <p><b><i>A Trustee challenged AM that a two-year SAP is short. AM justified that the SAP is a working document, and this is constantly reviewed to ensure the action plans are being reviewed.</i></b></p>	
9	<p><b>Sub-committee minutes and updates: (for information and discussion)</b></p> <p>HP invited each Chair of their sub-committee to provide a brief overview of key discussions and updates from their recent meetings.</p> <p><b>a) Finance, HR &amp; Operations Committee 10.10.2024:</b></p> <p>PW explained that some of the bonds TCAT have been coming into maturity and that DM is in the process of assessing how these bonds are going to be used. PW expressed that these have had a positive impact.</p> <p><b>b) Quality &amp; Standards Committee 17.10.2023</b></p> <p>SY confirmed that a very positive meeting took place and explained that this was a full monitoring meeting supported by a range of detailed reports.</p> <p><b><i>The Chair asked if there were any questions relating to the minutes. There were no questions raised.</i></b></p> <p><b>c) Safeguarding Panel 05.11.2024</b></p> <p>PM confirmed that the Quality and Standards Committee approved the Safeguarding Policy. PM referred to some of the safeguarding visits that have taken place and expressed how positive these visits were.</p> <p>PM referred to CPOMs and the impressive use of this platform, as well as CPOMS Spotlight.</p> <p>PM referred to the Post Incident Reflection that took place towards the end of the academic year and confirmed that this was a useful exercise with effective post reflections.</p> <p><b><i>The Chair asked if there were any questions relating to the minutes. There were no questions raised.</i></b></p> <p><b>d) Audit &amp; Risk Committee 05.12.2024:</b></p> <p>LW provided a verbal update and confirmed that she was elected as Chair of the Committee. LW referred to the Audit Plan and the range of areas that are scheduled to be audited in the New Year. LW also shared that the audit tender is due to go out next year.</p> <p>LW referred to the ESFA review and shared that TCAT were fully compliant with the Academy Trust Handbook with no recommendations and explained that this was an exceptional report.</p> <p>LW highlighted that there has been difficulty in completing the statutory Financial Report due to the challenges with the new Civica Finance System. LW shared that an action plan</p>	<p><b>PW</b></p> <p><b>SY</b></p> <p><b>PM</b></p> <p><b>LW</b></p> <p><b>PW</b></p>

	<p>has been developed to support going forward to ensure the Financial Report will be completed earlier going forward. The immediate focus is to ensure the accounts are signed off and approved by the internal auditors. The process for scrutiny, challenge and monitoring is a core focus to improve going forward.</p> <p><b><i>HP shared that an 'Extra-Ordinary' meeting is required WC 16.12.2024 in preparation for the Finance Report. HP confirmed that this will need to be approved WC 16.12.2024 as this document was not ready for approval at the Audit and Risk Committee meeting. HP made a proposal that the Full Board approves the delegation of the approval of the Finance Report. PW challenged if this meeting could proceed if it was not quorate. HP confirmed that no approvals can be made if the meeting was not quorate.</i></b></p> <p><b><i>LB questioned if the statutory statement can be signed online. HP confirmed that accounts will be circulated with the Full Board and the entire board will be invited to attend the meeting. HP confirmed that Trustees can attend this meeting virtually.</i></b></p> <p>LW and HP confirmed that they have liaised with the external auditors and that a meeting will be scheduled to take place next week to ensure the year end accounts are submitted.</p> <p><b><i>SY questioned what the key challenge is and if there are any problems with the processes TCAT are following. LW confirmed that the key challenges have been the successful implementation of the Civica Finance System and the key issues with staffing due to a late start of Jayne Tallant.</i></b></p> <p>HP added that TCAT have submitted their accounts late and acknowledged that this will cause concern and frustration.</p> <p><b><i>SY challenged if there are the are the correct people in post to ensure this does not happen again. HP confirmed that a review of the Finance Team will take place once the Finance Report has been submitted to ensure that there are no late submissions going forward.</i></b></p> <p><b>e) Finance, HR &amp; Operations Committee 05.12.2024</b></p> <p>PW explained that there have been some challenges faced following the implementation of the new Civica Finance System and shared that the Finance Team have undertaken a series of training to support them with the new system.</p> <p>PW added that there have been some complications regarding Priestley College funding due to the T-Level results. DM provided Trustees with an update relating to the adult education site but there have been no queries regarding the 16-18 provision.</p> <p>PW shared that there is a 'Flexible Working Group' that is in the process of being established. AM confirmed that BL will be chairing this Working Group.</p> <p>PW referred to the recent staff survey and explained that this information will be shared with Trustees in due course. PW provided a brief overview of some of the estates and IT projects that are taking place across some of the TCAT academies.</p>	
<b>10</b>	<b>Growth: Approval of Academy to Join the Trust (for information and approval)</b>	<b>AL</b>

	<p>The Trust Board approved the conversion of South Wirral High School and authorised the entry of South Wirral High School into The Challenge Academy Trust. Full extract of the minutes in relation to this matter is contained within Appendix 1.</p>	
<b>11</b>	<p><b>Approval of Ty'n-Y-Felin Lease: (for approval)</b></p> <p>AM provided the Trust Board with an update relating to Ty'n-Y-Felin and explained that TCAT are in a position to sign this lease. The lease is in the name of TCAT Education Outdoor Services Limited and that this lease is signed by the Directors of this company. AM asked if the Trust Board have any questions relating to the lease.</p> <p>AM shared that site checks have been conducted by PS and LG, and that all snag lists have been completed, and immediate works are underway. AM confirmed that some members of the Central Team will visit Ty'n-Y-Felin on 06.01.2025 to finalise works required. AM added that PS is liaising directly with Lymm Grammar Trust to ensure all required works are completed.</p> <p>HP commented that the essential works are extremely clear and highlighted the worst-case scenario which would be for TCAT to invest 500,000 and then end the lease after six years.</p> <p><b><i>A Trustee raised the significance of not rushing into signing a longer lease to provide enough opportunity to assess the potential of the centre and queried if this had been considered.</i></b></p> <p><b><i>HP explained that there will be investment in equipment and the cottage in the immediate.</i></b></p> <p><b><i>AM confirmed that there will be no considerations to extend the lease until a thorough review has been made. AM confirmed that a review will be made in the next two years.</i></b></p> <p>A discussion took place relating to the investment of Ty'n-Y-Felin, and the caution that is required to make sensible investment. All Trustees agreed that it is essential that an assessment is made after two years before committing to a lease beyond the six years.</p> <p><b><i>The Chair asked if Trustees are happy to approve in principle the Ty'n-Y-Felin lease. This was unanimously approved by all Trustees.</i></b></p>	<b>AL</b>
<b>12</b>	<p><b>Admissions: (for information)</b></p> <p>Deed of Covenant for Peel Hall:</p> <p>AM explained that this is between TCAT and the developers directly. AL shared the Deed of Covenant is a consequence of the Section 106 and agreement to increase Padgate Academy's PAN. AL shared that Section 106 is statutory and the subsequent contract, that includes Homes England and Warrington Local Authority. There was a discussion relating to the Deed of Covenant and the possible implications.</p> <p><b><i>A Trustee highlighted that Trustees had previously raised concern relating to risks. A Trustee queried what would happen if a developer were to fail. AL confirmed that in the event a developer dissolved their company, Homes England would take over as this is part of the commitment they make.</i></b></p>	<b>AL</b>

	<p><b><i>A Trustee raised if a developer went into administration would this slow down the development process?</i></b>  <b><i>AL confirmed that this would create a delay, but the work would continue.</i></b></p> <p>A Trustee expressed that this would work well for TCAT as it will save money long term as it will enable TCAT to implement developments but use the funding to pay for the project works, rather than out of TCAT Capital.</p> <p><b><i>The Chair asked the Trust Board if they would like to approve the Deed of Covenant for Peel Hall.</i></b>  <b><i>This was unanimously approved by the Trust Board.</i></b></p>	
<b>13</b>	<p><b>Policies: (for information)</b>  - Policy Schedule</p> <p>There were no policies to approved during this meeting. AL explained that the Policy Schedule was added for Trustee information.</p>	<b>BL</b>
<b>14</b>	<p><b>AOB:</b>  There was no AOB discussed during the meeting.</p>	<b>HP</b>
<b>15</b>	<p><b>Date and time of next meeting:</b></p> <ul style="list-style-type: none"> <li>Thursday 27<sup>th</sup> March 2025, 16:00</li> <li>Thursday 10<sup>th</sup> July 2025, 16:00</li> </ul>	<b>HP</b>
<b>16</b>	<p><b>Part Two – Confidential</b>  There were no Part Two confidential items recorded during this meeting.</p>	

The meeting was closed by the Chair at 17:41.

<b>Minute Ref.</b>	<b>Action to be taken</b>	<b>By Whom</b>	<b>Completion date</b>
9.	MA to invite all Trustees to an 'Extra Ordinary Trust Board' meeting.	MA	ASAP
9.	DM to circulate the Statutory Finance on 16.12.2024.	DM	16.12.2024



## Appendix 1: Item 10

### THE CHALLENGE ACADEMY TRUST

#### Company number 10689247 (the "Academy Trust")

*Extract of minutes of a quorate meeting of the board of trustees of the Academy Trust held at TCAT Professional Development Centre, C/O Bridgewater High School, Broomfields Road, WA4 3AE on 12/12/2024 at 4pm.*

### Item 10 – SOUTH WIRRAL HIGH SCHOOL CONVERSION DOCUMENTS

#### BUSINESS OF MEETING – CONVERSION OF SOUTH WIRRAL HIGH

The Chair reported that the business of this part of the meeting was to consider and, if thought fit, approve and authorise entry into the necessary documentation for the conversion of South Wirral High School to academy status to take effect from 1 January 2024 or as soon as possible thereafter (the "**Conversion**").

#### APPROVAL OF DOCUMENTS REQUIRED TO EFFECT THE CONVERSION

2.1 The following documents were produced to the meeting (the "**Conversion Documents**"):

No	Document	Parties
1.	Supplemental Funding Agreement	1. Secretary of State for Education 2. Academy Trust
2.	Master Funding Agreement	1. Secretary of State for Education 2. Academy Trust
3.	Commercial Transfer Agreement	1. Academy Trust 2. Governing Body of South Wirral High School
4.	Sub-Underlease of Academy Site	1. Academy Trust 2. Wirral Borough Council
5.	Licence to Occupy	1. Academy Trust 2. Wirral School Services Limited
6.	Notice of Assignment Licence to Occupy	Wirral Schools Services to Limited Academy Trust
7.	PFI Insurances Acknowledgement Letter	Academy Trust to Nationwide Building Society
8.	School Agreement	1. Academy Trust 2. Wirral Borough Council
9.	Principal Agreement	1. 2. Academy Trust Wirral Borough Council

No	Document	Parties
		3. Secretary of State for Education

2.1.1 The Chair updated the Board on the status of the conversion and the Conversion Documents:

The Chair queried the status of the PFI and the arrangements.

AM confirmed that initially there is not a huge amount of complication for TCAT as the PFI will be in existence for the next seven years. AM explained that the Trust will work with the PFI contractor over the next seven years to ensure that the building is handed over to the Trust in correct condition.

***A Trustee queried what happens to South Wirral High School's buildings after seven years?***

***AM confirmed that after the seven years, the building becomes property of TCAT.***

AL shared that South Wirral High School will be freehold after the PFI. During the period of the PFI contract, there is a sub-lease in place.

***A Trustee challenged what levers are in place to ensure maintenance work is being carried out to preserve the state of the building.***

***AL explained that there are clear expectations and requirements in which the provider is required to follow.***

***A Trustee challenged why there has been no condition survey shared for South Wirral High School.***

***AL confirmed that the PFI contractor have not shared the survey. AL confirmed that a full Condition Survey will be completed when South Wirral High School joins TCAT.***

AL shared that there was a meeting on 12/12/2024 relating to South Wirral High School joining TCAT. AL confirmed that all documents have to go to the PFI provider and that this can cause delays in the process. AL confirmed that TCAT and South Wirral High School have done everything required and shared that the aim is to convert on 01/02/2024.

AL explained that the Trust Board are required to formally adopt and agree the conversion. AL asked for the Trust Boards acceptance and approval of the conversion.

***The Chair asked if the Trust Board approve.***

***The Trust Board approved South Wirral High School to join The Challenge Academy Trust.***

2.1.2 The Trustees **RESOLVED** that it is in the best interests of the Academy Trust and in furtherance of the Academy Trust's objects to approve the Conversion Documents in the form presented to the meeting, subject to any amendments required to finalise the Conversion Documents or effect the Conversion, such amendments to be settled by the Academy Trust's solicitors acting on the instructions of Howard Platt or in their absence Stephen Whatmore.

2.2 In making this decision, the trustees have considered their equality duty and have concluded that the decision to proceed with the Conversion is unlikely to affect disproportionately any particular person or group who share protected characteristics.

### **AUTHORISATION OF SIGNATORIES**

3.1 The Trustees **RESOLVED** to authorise:

3.1.1 any Trustee and, in the case of any document requiring execution as a deed, any two Trustees or any Trustee in the presence of a witness who attests their signature to execute the Conversion Documents on behalf of the Academy Trust and any other documents, certificates and notices required to be executed by the Academy Trust in connection with or to give effect to the Conversion; and

3.1.2 any Trustee do all such other acts and things as may be required in order to effect or implement the Conversion on behalf of the Academy Trust.



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Mr Howard Platt, Chair of Trustee, TCAT

Date: 09/01/2025