TCAT

THE CHALLENGE ACADEMY TRUST

Members Annual General Meeting Minutes

Thursday 8th January 2026, 4-5:30

Venue: Microsoft Teams

Chair: David Mowat

Clerk: Melissa St. Clair m.alexander@tcat.uk.com

Committee Membership

Name	Category	Attendance
Steven Broomhead	TCAT Member	✓
Peter Claus	TCAT Member	x
Maureen Mellor	TCAT Member	✓
David Mowatt	**Chair**	✓
Sue Noakes	Chester DBE Member	✓

Also in Attendance

Name	Role
Adrienne Laing (AL)	Operations Director
David Halsall (DH)	Chief Finance Officer
Andrew Moorcroft (AM)	**TCAT CEO**
Sue Noakes	Deputy Director of Education Diocese of Chester
Howard Platt (HP)	**TCAT Chair of Trustee**

Documents Shared Prior to the Meeting:

Item 7a. CEO Report
Item 7b. TCAT 2040
Item 9. TCAT Strategic Action Plan
Item 10. Financial Statements
Item 12. Articles of Association

	Agenda Item	
1.	**Welcome:** MS welcomed all attendees to the first Annual General Meeting of the academic year. MS requested consent to record the meeting to support with accuracy of minutes. All attendees gave their consent for the Teams meeting to be recorded. MS confirmed that MM would Chair the meeting due to DM, Chair not being present at the beginning of the meeting.	**MS**
2.	**Absence / Apologies / Non-Attendance:** Sue Noakes, Deputy Director of Education, attended the meeting to represent Chester Board of Education. Members welcomed SN to the meeting. PC shared apologies in advance of the meeting. PC's apologies were accepted by Members.	**MS**
3.	**Register of Interests:** MS requested Members support in checking the Declarations of Interest on the TCAT website to ensure all interests are correct to ensure Trust compliance. MS requested that Members update personal profile on GovernorHub or email updates so that MS can update profiles. SN noted that growth was an agenda item and declared that she is CEO of Chester Diocesan Learning Trust.	**MS**
4.	**Declaration of pecuniary interests in relation to agenda items:** No declarations of pecuniary interested were declared.	**MS**
5.	**Membership and Organisation:** Trustee Constitution Update: MS shared that three Trustee vacancies remained. MS added that despite having strong interest from two potential candidates in the summer term, neither were able to proceed with fulfilling the roles. MS explained that the following vacancies remained: Foundation Trustee: - Chris Penn made contact and introduced MS to Stuart Harrison, Director of Education, Diocese of Liverpool, to discuss the appointment for the vacant foundation trustee to be made by the Diocese of Liverpool. Stuart Harrison shared the contact details for Dr Haili Hughes, Director of Professional Development All Saints Multi Academy Trust. - Trust Board have been provided with HH's CV and AM has had an introductory meeting with HH.	**MS**

<table>
<tr><td></td><td>- Invited to attend upcoming Trust Board meetings

MS further explained that were two Trustee vacancies, one of which is Members appointed. MS noted that if an individual puts themselves forward for the position of TCAT Trustee, this would be shared with Members via GovernorHub for their vote to appoint.
All Members gave their approval for the appointment of a Members Appointed Trustee to be made via GovernorHub.

Recruitment:
MS shared with Members that Stakeholder and Engagement Officer, Stacey Snagg is extending links with Partners to support with vacancies across TCAT. MS further explained that TCAT are focused on recruiting strong Governors and Trustees that have links with the local community and added that a more strategic approach is being implemented to support with the recruitment process.</td><td></td></tr>
<tr><td>6.</td><td>Minutes of the 19.06.2025 meeting:
a) Approval of the Minutes: The minutes from the previous meeting were accepted as an accurate depiction of the meeting that took place.
b) Matters arising: There were no matters arising following the previous meeting.
c) Action Log: All actions were reviewed by MM and Members were satisfied that all actions had been completed.
<table>
<tr><th>Minute Ref.</th><th>Action to be taken</th><th>By Whom</th><th>Completion date</th></tr>
<tr><td>7.</td><td>AM to share more details relating to the RAW Programme with PC.</td><td>AM</td><td>ASAP</td></tr>
<tr><td>7.</td><td>PC to share MFL Oxplore information with AM in due course.</td><td>PC</td><td>ASAP</td></tr>
<tr><td>7.</td><td>MA to circulate information about potential trustee appointments via e-mail for approval prior to appointment.</td><td>MA</td><td>Where required</td></tr>
</table></td><td></td></tr>
<tr><td>7.</td><td>CEO Update: (for information and discussion)
The CEO took the CEO Report as read and presented a brief verbal of highlight areas covering educational outcomes, financial management, workforce development, service centralisation, school improvement activity, and key organisational risks. The following information was shared with Members for information and discussion:</td><td>AM
20 mins</td></tr>
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	Educational Outcomes: The CEO noted that educational outcomes across the Trust remain consistent and strong with impressive developments across a number of academies. The CEO highlighted particularly impressive outcomes at Priestley College. The CEO acknowledged the ongoing national challenges associated with outcomes for SEND and disadvantaged pupils and confirmed that targeted strategies are in place across the Trust to mitigate these challenges and improve outcomes for these groups. Financial Management: The CEO reported that whilst the Trust has consistently maintained a strong financial position, there have been some areas for development in relation to financial management processes. The CEO explained that there had been a change in staffing and Members were introduced to David Halsall, the newly appointed Chief Financial Officer (CFO). The CEO advised that since joining, the CFO has made a significant positive impact, strengthening team management, improving financial systems and ensuring timely and accurate reporting, with effective financial management. Leadership and Performance Management: The CEO shared that all Headteacher and Principal performance management had been completed. The CEO reported that the Executive Headship Programme, delivered in partnership with Liverpool John Moores University (LJMU), has had and continues to have a highly positive impact, supporting leadership development. Centralisation and Operational Development: The CEO provided an update on centralisation of services, noting that HR and Finance functions have been centralised since the Trust's inception. The CEO added that further centralisation work is being explored, including IT and governance. The CEO also reported that Phase 2 of the programme will focus on Estates and Facilities for the Trust. Employee Offer: Members received an overview of the TCAT Employee Offer, which includes a range of staff benefits such as the Employee Assistance Programme. The CEO confirmed that the Trust recently launched a comprehensive Support Staff Offer covering a range of functional areas which has been well received across the Trust.	

	School Improvement: The CEO outlined the Department for Education's RISE initiative and confirmed that the Trust has been deemed 'Strong' by the DfE which has resulted in the Trust securing three contracts across Knowsley, Manchester and the Wirral. The CEO confirmed that the total value of the contracts is £430k and covers a two-year period. Members were assured that sufficient capacity has been established within the Trust to deliver this work effectively alongside core responsibilities. Alternative Provision: The CEO shared that the Trust had established its own Alternative Provision based at the Halliwell Jones Stadium and reported that this provision had proven to be effective and making a positive impact for students. The CEO confirmed that an application to open a Free School will be submitted in the near future to formalise the provision and support with growth of the Alternative Provision moving forward. Key Risks and Challenges: - Ofsted Framework: The CEO reported that the Ofsted inspection framework has been updated and represents a significant change from previous frameworks. The CEO noted that Great Sankey Primary School underwent an inspection under the revised framework prior to the Christmas break. The CEO advised that the inspection process placed considerable additional demands on senior leaders due to its increased intensity and expectations. Members were assured that the inspection resulted in appropriate and positive outcomes for the school. - Government Reform: The CEO highlighted ongoing developments in government policy, with particular reference to the curriculum and assessment review. Members noted that these reforms may have significant implications for schools in the medium to long term. The CEO assured Members that the Trust is proactively monitoring these developments and is taking appropriate steps to prepare for and respond to any changes. - Decarbonisation Programme: Members received an update on risks associated with the Trust's decarbonisation programme. The CEO reported that a number of academies have experienced issues relating to ground source heat pump installations. - The CEO confirmed that legal advice has been sought and that the Trust is actively working towards a resolution. Members were assured that the Trust remains confident that the issues will be successfully resolved.	

SN complimented the CEO Report highlighted groundbreaking and impressive works.
SN asked how school improvement is balanced ensuring RISE schools are well supported and school improvement remains a priority for the Trust.
The CEO confirmed that Tim Long, School Improvement Lead, coordinates all external support work through a carefully managed deployment schedule. The CEO added that RISE work is very carefully considered and explained that the Trust have only committed to external support where capacity allows, with external consultants involved to support with deployment of specialists.
The CEO further explained the first RISE contract is for a school TCAT have a prior existing relationship with. The CEO stated that there was sufficient staffing available to deliver the second RISE project and that the Trust initially declined the DfE's request to carry out a third contract. The CEO shared that TCAT very carefully considered the DfE's request to take on a third RISE contract and reviewed capacity which resulted in the Trust bringing external support from outside of the organisation, such as the provision of a SEND specialist.

SB commented that the CEO Report was extremely comprehensive and thanked the CEO for the report.
MM asked if the two schools who volunteered for Ofsted inspection will have their reports published.
AM confirmed that their reports would be published.
MM asked if TCAT are expecting any more Ofsted inspections prior to the summer break.
The CEO confirmed that Sir Thomas Boteler Church of England High School volunteered themselves for inspection and are expecting an Ofsted inspection this academic year.

TCAT 2040:
The CEO explained that it was an opportune time for the Trust to review the visons of the Trust and look ahead to the future and the importance of having a clear direction of travel. The CEO stated that students currently in a TCAT nursery would be potentially attending a TCAT academy up until 2040.
TCAT Trustees visited Ty'n-Y-Felin Outdoor Education Centre to engage in a Vision Planning Day whereby the future of TCAT was discussed at length.
The CEO referred to Equity of Provision and stated that this is key to ensure students
The CEO provided Members with a verbal overview of the six key priorities which cover:

- Ensure all young people succeed and thrive

	• Preparing a future-ready workforce • Deliver meaningful civic influence across communities • Deliver operational excellence • Becoming a world-class employer • Delivering financial and environmental sustainability and self-sufficiency The CEO explained that the implications of all six objectives were unpacked by Trustees, and benchmarks were discussed to ensure objectives could be effectively measured. The CEO used the example of becoming a word-class employer and stated that the groundwork has started, whereby frameworks used by commercial organisations have been explored to assess their employer approach. The CEO stated that this objective would significantly change the way in which the organisation operates, explaining that the Trust will be assessing the steps that need to be made in order to achieve this objective longer term. The CEO commented that the document may seem abstract but emphasised the significance of the vision of the organisation being reviewed and with the appropriate steps to achieve the objectives outlined. The CEO confirmed that a range of stakeholders have been consulted when developing the 2040 Vision and acknowledged that the document will continue to be modified over time. SN complimented the TCAT 2040 Vision and the considerations made by the Trust who will potentially serve current nursery students into their post 16 education. ***SN recommended*** a reference to Church Schools and the excellence of Sir Thomas Boteler Church of England as a Church School. SN commented that this would give the Board assurance that Church Schools have been carefully considered. ***The CEO*** thanked SN for her recommendation took this recommendation on board. MM echoed the comments made by SN and stated that the 2040 is visionary.	
8.	**Trust Board Update:** HP provided a brief verbal update to Members, endorsing the CEO's report and noting the breadth of positive activity and initiatives currently underway across the Trust. Members were advised that, despite three current vacancies, the Trust Board remains suitably sized and continues to operate effectively. HP provided assurance that the Board remains strong and well-positioned to provide appropriate support and challenge.	HP 10 mins

	HP commended the significant progress made at Ty'n-y-felin Outdoor Education Centre, including the successful refurbishment of the cottage, highlighting this as a notable achievement for the Trust. The importance of the proposed Free School application was also emphasised, building on the success of the Alternative Provision over the past two years. In concluding, HP stated that the Trust is in a strong position overall and expressed confidence in the Trust's future direction, particularly in relation to its key strategic priorities.	
9.	**Strategic Action Plan:** (for information and discussion) The CEO provided an update on the Trust's approach to strategic planning. The CEO explained that the Trust operates a two-year Strategic Action Plan (SAP), aligned to the Education Endowment Foundation framework. The CEO explained that the first year of the cycle focuses on an 'explore' phase, with the second year dedicated to implementation and delivery. Members were advised that the Trust has now transitioned into the delivery phase of the current plan. The CEO confirmed that a Trust-wide Curriculum Policy has now been established, alongside supporting policies for Teaching and Learning and Assessment. Members noted that these policies have been developed collaboratively, drawing on input from staff across the Trust, thereby supporting consistency and shared ownership of practice. The CEO provided an update on key Trust-wide strategies and developments to support teaching, learning and pupil outcomes. Members noted the launch of the TCAT Talks Oracy Strategy, which has been introduced to strengthen students' communication skills and support improved achievement across the Trust. An update was also provided on the SEND Strategy, with Members noting that this has now progressed to Phase 3, reflecting continued development and implementation across academies. The CEO highlighted the development of cross-Trust curricula in Science and Modern Foreign Languages (MFL), which have been designed from first principles and are now consistently implemented across all academies. The CEO explained that the cross-trust curricula developments ensure alignment around a shared core body of knowledge and supports consistency in curriculum delivery. Members were advised that the Digital Strategy, led by Adrienne Laing over recent years, continues to progress. The CEO confirmed that IT networks have been effectively updated and have strengthened the infrastructure across the Trust. As part of this, the CEO confirmed the launch of the iTeach initiative,	AM 15 mins

	through which iPads are being rolled out to all teaching staff to enhance teaching and learning practices. Finally, the CEO reported on developments in centralised services, confirming that Business Support Scorecards are live, further explaining that the scorecards utilise real-time data, enabling improved monitoring, transparency and informed decision-making across the Trust. ***MM asked*** Members if they had any questions relating to the Strategic Action Plan. ***No questions were raised.***	
10.	**Annual Accounts:** (to receive) DH referred to the Academies Handbook and explained that Annual Report must be provided to all Members. DH explained that the Annual Report was completed and approved by auditors in December 2025, whereby a clean audit opinion was received. DH further explained that the Annual Report has been filed with the Department for Education and that the report is available for viewing via GovernorHub. DH stated that the Trust continues to demonstrate financial strength. DH provided the following key highlights for Members: - Operating surplus of £150,000, and increased cash balances, with the inclusion of Sutton Academy and South Wirral High in the accounts. - Cash balances were up by £1.9 million. DH explained that the trust holds £5.5 million in operating reserves, representing about 6% of annual income, sharing that this is considered a healthy position for managing uncertainty and strategic investments. - Reserves position plus projections for the next three years have given the Trust confidence that there is stability to continue to comfortably operate. Members were invited to raise questions following the CFO update. ***SB queried*** whether the Trust's reserves would continue to increase on the basis that annual budgets consistently generate a surplus. ***DH explained*** that reserves would be deployed strategically rather than accumulated unnecessarily. DH referenced planned investment priorities, including the iTeach digital strategy, and emphasised the importance of maintaining sufficient reserves to manage uncertainty and respond effectively to emerging risks and changes in funding or cost pressures.	DH 15 mins

	DM raised a query regarding whether the Department for Education may have concerns about trusts holding significant levels of reserves. ***DH acknowledged*** that an appropriate balance must be maintained. DH noted that there is a recognised sector-wide challenge in that core funding has not kept pace with rising costs, particularly teacher pay, and that maintaining reserves can provide essential financial stability. ***HP added*** that the level of reserves should be considered in context, noting the scale of the organisation relative to its reserve position. ***DM further queried*** whether reserves are allocated at academy level. ***DH confirmed*** that reserves are apportioned across individual academies within the Trust, providing clarity and local accountability. ***SB asked*** whether the Trust would consider including a clear strategic statement setting out its approach to reserves, including the purpose of holding reserves and plans for their deployment. ***DH confirmed*** that this information will be contained in the Reserves Policy which would be distributed to Members.	
11.	**Appointment of External Auditors:** (for approval) DH confirmed that the appointment of external auditors is a responsibility of the Members. Members were advised that DH's experience of the current external auditors, Murray Smith, has been very positive. DH noted that the most recent audit was the strongest completed to date, providing a high level of assurance. DH explained that, in line with requirements, the Trust is expected to undertake a formal tender process for the appointment of external auditors. DH acknowledged that this process should have been initiated earlier and explained that given his recent appointment and the importance of maintaining continuity and stability within the finance function, DH recommended that the Trust retain Murray Smith for a further year and defer the tender process. Members were therefore asked to approve the proposal to reappoint Murray Smith as the Trust's external auditors for the 2025–2026 financial year, with the tender process to be undertaken thereafter. ***SN challenged*** the risk of being in breach of the Academy Financials Handbook. SN recommended highlighting that as Members, the risk has been acknowledged and understood, have been pragmatic in forming a decision to remain with the current auditors for the best interests of the Trust.	DH/ AL 10 mins

	SN raised that whilst it is important for Members to be pragmatic Members and make the decision that serves the Trust best, Members should also be mindful of risk. The Members discussed that due to the change of the CFO, the most sensible action is to proceed with the current external auditors for the year 2025-2026 and go out to tender for the following academies year. DH agreed that this is crucial and would be the most sensible option. ***DM asked*** if there is a formal policy from the Department of Education relating to the timescales for the appointment of external auditors. ***DH confirmed*** that the Academies Handbook states that Trusts should appoint their external auditors every five years. ***DM asked*** if this is advisory or mandatory. ***DH stated*** that the appointment of external auditors is a "should" as opposed to a "must". DH acknowledged that the retendering of external audit services at TCAT is overdue. Members engaged in a detailed discussion, recognising the importance of maintaining stability, particularly given the recent changes in financial leadership, while also ensuring compliance with sector expectations and good governance practice. Members noted the need to balance continuity with the requirement to undertake a formal tender process in line with the Academies Trust Handbook. ***All Members gave their approval*** for TCAT to remain with Murray Smith as the internal auditors of the Trust for the 2025-2026 financial year. ***All agreed*** that this would be in the best interest of the Trust to ensure stability, but did all agree that a tender must go out for the next academic year. ***Post Meeting Update:*** Following the meeting held in January 2026, the TCAT Executive Team confirmed that a tender exercise was undertaken in 2023 by the previous Finance Director. The appointment of the external auditors was formally approved by the Audit and Risk Committee in June 2023. The CFO further confirmed that, in line with the Academies Trust Handbook requirement to re-tender external audit services every five years, the Trust will next undertake a re-tender in August 2028, rather than in 2027.	
12.	**Articles of Association:** AL explained that the Articles of Association prove to serve TCAT well and the Articles of Association are required to be on the agenda for all Annual General Members Meetings. AL confirmed that the existing Articles of Association remain unchanged and effective.	AL 5 mins

	SN raised that the Department for Education have required some Trusts to update their Articles of Association when taking on new academies. ***SN asked*** if TCAT has been asked to review their Articles of Association when taking on new school. ***AL confirmed*** that TCAT have not been asked to update their Articles of Association at any point during the Trust's growth. AL did assure SN that the Trust are aware that they could be asked to review their Articles of Association by the Department for Education.	
13.	**AOB:** There was no other business discussed during this meeting.	
14.	**Date and time of next meeting:** MM confirmed the date and time for the next meeting, which is scheduled to take place on Thursday 18th June 2026, 4pm via Microsoft Teams.	
15.	**Part Two – Confidential:** There were no Part Two Confidential Items discussed in this meeting.	

The meeting was closed at 16:45 by MM.

Actions:

Minute Ref.	**Action to be taken**	**By Whom**	**Completion date**
3.	Members to update any Declarations of Interest in their GovernorHub profile/ email MS any changes to declarations.	Members	ASAP
5.	Share Trustee recruitment appointment updates with Members via GovernorHub.	MS	Where required
7.	Add a reference to Church Schools in the 2040 document.	AM	Next review of the 2040 Vision document.
7.	Continue to explore centralisation of services such as Estates IT and governance support.	AM/ AL	Ongoing
11.	Go out to tender for the appointment of external auditors.	DH	Prior to the end of the 2526 financial year.