

## THE THINKING SCHOOLS ACADEMY TRUST

### TERMS OF REFERENCE FOR INTERM MANAGEMENT BOARD

#### 1. INTRODUCTION

- 1.1. As a charity and company limited by guarantee, The Thinking Schools Academy Trust (the "Trust") is governed by a Board of Directors who have overall responsibility and ultimate decision-making authority for all the work of the Trust, including the establishing and running of the academies run by the Trust.
- 1.2. In order to assist with the discharge their responsibilities, the Directors can establish Interim Management Boards (IMB) which would be linked to an Academy. The IMB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the [Articles of Association of the Trust \(the Articles\)](#).
- 1.3. The Board of Directors may review these terms of reference at any time but shall be review them at least annually.
- 1.4. These terms of reference may only be amended by the Board of Directors or via delegated responsibility to the [Governance & Compliance Committee](#).

#### 2. CONSTITUTION OF THE IMB

##### **Governors of the IMB**

- 2.1. IMB governors are appointed by the Regional Review & Assurance Board (RAB), in line with these terms of references and the trust articles of association.
- 2.2. In respect of any Academy which either (a) is adjudged by Ofsted to be inadequate or require improvement; or (b) the Directors determine that there is a reasonable risk that an Academy may be adjudged to be inadequate or require improvement; or (c) the Directors determine there is sufficient risk to any aspect of the school and or its governance performance; the Directors shall have complete discretion in establishing an IMB. The Board of Directors authority to establish an IMB can be delegated to the Review & Assurance Board (RAB)
- 2.3. The IMB shall be comprised of a mix of the following parents, Trust and community members. There shall be a minimum of 8 governors in addition to the Academy Principal/Headteacher and a maximum of 11, with numbers dependant on the needs and circumstances of the schools:
  - a) No less than two elected parents
  - b) Trust link members (e.g. central school improvement leaders, other TSAT Principal/Headteacher or senior leader)
  - c) Skills based Community Governors
  - d) The Academy Principal/Headteacher (ex officio)
  - e) The Regional Director

The appointment of Academy staff governors on the IMB will be at the discretion of the RAB or Board

RAB members, including the Regional Director may attend IMB meetings on an adhoc basis or can be appointed to the IMB by the RAB.

2.4. The IMB must have link governors for the following roles

- a) Safeguarding
- b) Pupil Premium (Primary only to include sports premium and grants)
- c) SEND
- d) Curriculum & Enrichment
- e) Recruitment, diversity, workload and wellbeing
- f) Risk and Compliance

The following link roles are suggested but may vary depending on the needs of the school

- a) STEM Careers & digital
- b) Parental engagement, marketing and comms

### **Appointment of Governors**

2.5. Parent governors of the IMB shall be elected by the Parents and appointed by the RAB. They must be:

- a) where possible be a parent of, or have parental responsibility for, a registered pupil at one of the Academies at the time of their appointment, failing this they must be a parent of school age children attending any school; and
- b) a person who, in the opinion of the RAB is committed to the governance and success of the Academies.

2.6. Community governors of the IMB shall be appointed by the RAB. They must be:

- a) a person who, in the opinion of the RAB, is committed to the governance and success of the Academies.

2.7. Trust link Governors of the IMB shall be appointed by RAB. They must be:

- a) employed by TSAT;
- b) a person who, in the opinion of the RAB, is committed to the governance and success of the Academies; and
- c) a Trust link governor role is subject to employment with TSAT and therefore if a Trust link governor resigns from employment with TSAT they will effectively resign from the IMB.

## **3. TERM OF OFFICE**

3.1. The term of office for any governor shall be 4 years, except the Principal/Headteacher or Regional Director who will remain a governor until they cease to be employed in that role within the Academy.

3.2. Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the IMB.

3.3. A person serving on the IMB shall cease to hold office if:

- a) They resign their office by giving notice in writing to the clerk of the IMB;

- b) Principal/Headteacher, staff governor or Trust link governor ceases to be employed in that role within the Academy; and
  - c) the RAB terminate the appointment of a governor whose presence or conduct is deemed by the RAB, at their sole discretion, not to be in the best interests of the Trust or the Academies.
- 3.4. For the avoidance of doubt, a parent governor shall not automatically cease to hold office solely by reason of their child ceasing to be a pupil at the Academies.

#### **Appointments and removal of Chair & Vice Chair**

- 3.5. The IMB should nominate a Chair (ideally a community member) to be approved by the RAB.
- 3.6. The IMB can appoint and remove their own Vice Chair
- 3.7. The term of office for Chair & Vice Chair shall be two years. Subject to remaining eligible to be a governor.
- 3.8. The Chair may not be removed without the approval of the RAB. The Chair of the IMB shall be appointed by the RAB and may be removed from office by the RAB at any time. The RAB will have regard to the views of the members of the IMB in making this decision.
- 3.9. Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice Chair shall act as the chair for the purposes of the meeting. Where the Vice Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice Chair, the governors of the IMB shall elect one.
- 3.10. Where a Chair has not been appointed, the Regional Director, Chair of the RAB or Chair of the Board of Directors may act as Chair, though this should not be a regular or long-term arrangement.

## **4. PROCEEDINGS OF THE IMB**

### **Meetings**

- 4.1. The IMB shall meet at least six times a year and shall hold such other meetings as may be necessary.
- 4.2. The IMB must have a regular skills audit and annual self-review meeting each year.
- 4.3. Meetings of the IMB shall be convened by the clerk to the IMB, who shall send the governors written notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting. Where there are matters demanding urgent consideration, the Chair or, in their absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as they think fit.

### **Quorum**

- 4.4. The quorum for a meeting of the IMB, and any vote on any matter at such a meeting, shall be any three of the governors of the IMB, or, where greater, any one

third (rounded up to a whole number) of the total number of governors of the IMB at the date of the meeting

### **Voting**

- 4.5. Every matter to be decided at a meeting of the IMB shall be determined by a majority of the votes of the governors present and entitled to vote on the matter. Every governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote. A governor may not vote by proxy.
- 4.6. Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the IMB at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 4.7. Any governor who has or may have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest as defined below) which conflicts or may conflict with their duties as a governor of the IMB shall disclose that fact to the IMB as soon as they become aware of it. A person must absent themselves from any discussions of the IMB in which it is possible that a conflict will arise between their duty to act solely in the interests of the Academies and any duty or personal interest (including but not limited to any Personal Financial Interest).

## **5. DELEGATED POWERS**

### **General principles**

- 5.1. In the exercise of its delegated powers and functions, the governors of the IMB shall:
- a) be the Trust Board's local point of consultation and review on matters such as school policy, vision & strategy;
  - b) represent the view of the school and its stakeholders to the Trust;
  - c) ensure the Academy's culture, ethos and values are in line with the Trust vision and strategic objectives;
  - d) ensure the Academy's improvement plan is in line with the Trust's strategic objectives;
  - e) ensure the Academy delivers a broad and balanced curriculum in line with the trust wide vision and meets the local needs of pupils;
  - f) monitor curriculum implementation and the impact on pupil outcomes;
  - g) scrutinise management information to ensure educational outcomes are meeting expectations set;
  - h) ensure Pupil Premium funding is spent effectively and improves attainment for eligible pupils;
  - i) ensure high quality outcomes for pupils with special education needs and disability (SEND);
  - j) ensure the Academy creates a safe environment for pupils through robust safeguarding practices and mental health support through the AGB appointed safeguarding link governor;
  - k) ensure the Academy's adherence with support for Looked After and Previously Looked After Children;
  - l) scrutinise pupil attendance data and exclusion policies and procedures;
  - m) ensure there is a sufficient CPD and staff training in place for Academy staff;

- n) ensure there is a suitable level of support and appropriate workload for all staff within the Academy;
- o) review and approve the Academy owned policies (not TSAT policies or TSAT framework policies) and practices on a regular basis and ensure they are implemented within the Academy;
- p) ensure the Academy has statutory policies in place, reviewed and published;
- q) ensure the Academy staff and IMB governors are compliant with fulfilling statutory training including, Fire Awareness, Health & Safety, Safeguarding and Data Protection;
- r) work closely with the Board of Directors and act with integrity, objectivity and honesty in the best interests of the Trust and the Academies;
- s) be open about decisions and be prepared to justify and provide the rationale for those decisions; and
- t) keep confidential all information of a confidential nature obtained by governors relating to the Academy and the Trust;

5.2. Each governor shall be required to take part in regular self-review and is accountable for meeting their own training and development needs. It is a governor's responsibility to consider if, and raise any concerns where, they feel that appropriate training and development is not being provided.

5.3. Governors shall be expected to report to the Trust against KPIs which have been set for the Academy and provide such data and information regarding the business of the Academies and the pupils attending the Academies as the Directors may require from time to time.

#### **Levels of delegation**

5.4. The powers retained by the Trust and delegated from the Directors to the IMBs are outlined in the schedule: <https://www.tsatrust.org.uk/about/governance/>

5.5. For the avoidance of doubt, where a power is not expressly delegated to any IMB, it will be deemed to have been retained by the Trust. The scheme of delegation may be reviewed by the Directors at any time but shall be reviewed at least bi annually. Directors reserve the right to remove or alter any delegation at any time, whilst having due regard to, but not being bound by, the views of the IMB.