

THE THINKING SCHOOLS ACADEMY TRUST

TERMS OF REFERENCE FOR REVIEW AND ASSURANCE BOARD (RAB)

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 have established Regional Review and Assurance Boards (RAB) that cover a group of schools linked to a Regional Director. The RAB 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 RAB

Governors of the RAB

- 2.1. The RAB shall be comprised of a mix of the following governors. There shall be a minimum of 7, with numbers dependant on the needs and circumstances of the schools within their responsibility:
 - a) the CEO of the Thinking Schools Academy Trust
 - b) a minimum of one member of the Trust Board of Directors
 - c) a minimum of four community governors
 - d) the Regional Director

The Head of Governance & Compliance will be in attendance.

Additional members of TSAT leadership may be invited to be governors on the RAB or attend meetings in an 'in attendance' capacity where skills set is required.

Chairs of Academy Governing Boards (AGB) can be invited to attend RAB meetings as appropriate by the RAB chair and can request attendance through the Chair of the RAB as appropriate.

3. TERM OF OFFICE

- 3.1. The term of office for any governor shall be 4 years, except the CEO, Director of Standards and Educational Delivery and the Regional Director who will remain a governor until they ceases to be employed in that role within the Trust.
- 3.2. Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the RAB.

- 3.3. A person serving on the RAB shall cease to hold office if:
- a) they resigns their office by giving notice in writing to the clerk of the RAB;
 - b) as the CEO, Director of Standards and Educational Delivery or Regional Director - ceases to be employed in that role within the Trust; or
 - 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.

Appointments and removal of Chair & Vice Chair

- 3.4. The Board of Directors appoint and remove governors to the RAB as they determine, in line with these terms of references and the trust articles of association.
- 3.5. The RAB should nominate a Chair, which needs to be a member of the Board of Directors (including the CEO) to be approved by the Board of Directors.
- 3.6. The RAB 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 Board of Directors. The Chair of the RAB shall be appointed by the Board of Directors and may be removed from office by the Board of Directors at any time. The Directors will have regard to the views of the other members of the RAB 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 RAB shall elect one.

4. PROCEEDINGS OF THE RAB

Meetings

- 4.1. The RAB shall meet three times a year and shall hold such other meetings as may be necessary.
- 4.2. Meetings of the RAB shall be convened by the clerk to the RAB, 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

- 4.3. The quorum for a meeting of the RAB, and any vote on any matter at such a meeting, shall be one third (rounded up to a whole number) of the total number of governors of the RAB at the date of the meeting.

Voting

- 4.4. Every matter to be decided at a meeting of the RAB 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.

- 4.5. Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the RAB at which their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 4.6. 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 his duties as a governor of the RAB shall disclose that fact to the RAB as soon as they become aware of it. A person must absent themselves from any discussions of the RAB 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 RAB shall:
 - a) scrutinise AGB performance to ensure local academy governance is effective in holding schools suitably to account and delivering school performance;
 - b) ensure actions are in place to improve local AGB performance;
 - c) decide where the establishment of an Interim Management Board is required;
 - d) appoint AGB governors, ensuring the AGB have the skills and knowledge required to fulfil their responsibilities;
 - e) appoint AGB Chairs, ensuring they have the skills and knowledge required to lead the AGB;
 - f) become governors of the [Interim Management Board](#) (IMB) or AGB where need is required to support local governance performance;
 - g) in the best interests of the Trust and the Academies;
 - h) be open about decisions and be prepared to justify and provide the rationale for those decisions; and
 - i) keep confidential all information of a confidential nature obtained by governors relating to the Academies and the Trust;

Levels of delegation

- 5.2. The powers retained by the Trust and delegated from the Directors to the RABs are outlined in the schedule: <https://www.tsatrust.org.uk/about/governance/>
- 5.3. For the avoidance of doubt, where a power is not expressly delegated to any RAB, it will be deemed to have been retained by the Trust. The schedule 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 RAB.

These Terms of Reference were ratified by the Governance & Compliance Committee in March 2025