

THE THINKING SCHOOLS ACADEMY TRUST

TERMS OF REFERENCE FOR INTERIM MANAGEMENT BOARD (updated March 2022)

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 (the “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”) that are 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 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 Members of the IMB shall be known as “governors”.
- 2.2 Subject to clause 2.2 the governorship of the IMB shall be comprised as follows:
- a) The Director of Education for the Academy
 - b) No less than 2 parent governors elected in accordance with clauses 2.6 - 2.10;
 - c) No less than two but no more than six community governors appointed by the Directors in accordance with clauses 2.11 - 2.12.

Appointment of governors

Parent governors

- 2.3 Parent governors of the IMB shall be appointed by the Board. He or she must be:
- a) Where possible be a parent of, or have parental responsibility for, a registered pupil at the Academy 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 IMB, is committed to the governance and success of the Academy
- 2.4 The Board shall make all necessary arrangements for, and determine all other matters relating to, the appointment of the parent governors. The Directors may delegate the appointment of parent governors in accordance with the agreed policies and procedures to the IMB.

Community governors

- 2.5 Community governors of the IMB shall be appointed by the Directors. They must be:
- a) a person who lives or works in the community served by the Academy; or
 - b) a person who, in the opinion of the Directors, is committed to the government and success of the Academy.
- 2.6 The Directors may not appoint an employee of the Trust as a community governor if they are employed within a school that the IMB are responsible for.

Term of office

- 2.7 The term of office for any governor shall be 4 years, save the CEO or Director of Education who shall remain a governor until he or she ceases to work at the Academies.
- 2.8 Subject to remaining eligible to be a particular type of governor, any person may be re-appointed or re-elected to the IMB

Resignation and removal

- 2.9 A person serving on the IMB shall cease to hold office if:
- a) He or she resigns his office by giving notice in writing to the clerk of the IMB;
 - b) Director of Education ceases to work at the Trust;
 - c) the Directors terminate the appointment of a governor whose presence or conduct is deemed by the Directors, at their sole discretion, not to be in the best interests of the Trust or the Academies.

- 2.10 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.

Disqualification of governors of the IMB

- 2.11 A person shall be disqualified from serving on the IMB if he or she would not be able to serve as a Director in accordance with Articles 68-80 of the Articles.

Appointment and removal of Chair and Vice Chair

- 2.12 The Chair and Vice Chair of the IMB shall be appointed by the Directors and may be removed from office by the Directors at any time. The Directors will have regard to the views of the other members of the IMB in making this decision.
- 2.13 The term of office of the Chair and Vice Chair shall be 2 years. Subject to remaining eligible to be a governor, any governor may be re-appointed as Chair or Vice Chair of the IMB.
- 2.14 The Chair and Vice Chair may at any time resign his office by giving notice in writing to the Directors. The Chair or Vice Chair shall cease to hold office if:
- a) He or she ceases to serve on the IMB;
 - b) He or she is employed by the Trust whether or not at the Academies; or
 - c) in the case of the Vice Chair, he or she is appointed to fill a vacancy in the office of the Chair.

- 2.15 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 of their number to act as chair for the purposes of that meeting.

3. PROCEEDINGS OF THE IMB

Meetings

- 3.1 The IMB shall meet at least five times a year and shall hold such other meetings as may be necessary.
- 3.2 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 his absence, the Vice-Chair, may waive the need for seven days' notice of the meeting and substitute such notice as he or she thinks fit.
- 3.3 Any governor shall be able to participate in meetings of the governors by telephone or video conference provided that he or she has given reasonable notice to the clerk of the IMB and that the governors have access to the appropriate equipment.
- 3.4 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof or any defect in the election, appointment or nomination of any person serving on the IMB.

Quorum

- 3.5 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, which must include at least one governor appointed by the Trust.

Voting

- 3.6 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.
- 3.7 Any governor who is also an employee of the Trust shall withdraw from that part of any meeting of the IMB at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- 3.8 A resolution in writing, signed by all the governors shall be valid and effective as if it had been passed at a meeting of the governors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the governors.

Conflicts of Interest

- 3.9 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 IMBB shall disclose that fact to the IMB as soon as he or she becomes aware of it. A person must absent himself from any discussions of the IMB in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 3.10 A governor of the IMB has a Personal Financial Interest if he or she, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the governor or any person living with the governor as his or her partner, is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academies.

Minutes of meetings

- 3.11 At every meeting of the IMB the minutes of the last meeting shall be taken as the first agenda item after any apologies and, if agreed to be accurate, shall be signed as a true record.
- 3.12 The clerk to the IMB shall ensure that a copy of the agenda for every meeting of the governors, the draft minutes of every such meeting (if they have been approved by

the Chair of that meeting), the signed minutes of every such meeting and any report, document or other paper considered at any such meeting are, as soon as is reasonably practicable, made available to the Company Secretary of the Trust.

4. DELEGATED POWERS

General principles

4.1 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 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 Academies 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. The IMB must appoint a safeguarding link governor

- k) Ensure the schools 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 the Academy's policies and practices on a regular basis and ensure they are implemented within the Academy
- p) Provide oversight on the financial position of the school, making sure money is well spent and in line with statutory obligations
- q) Provide scrutiny on impact of financial spend on pupil outcomes

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

4.3 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

4.4 The powers retained by the Trust and delegated from the Directors to the IMBs are outlined in the schedule. The IMB has the same delegated powers as a RGB within the Scheme of Delegation: .

<https://www.tsatrust.org.uk/wp-content/uploads/2019/11/Scheme-of-Delegation-Governance.pdf>

4.5 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 schedule may be reviewed by the Directors at any time but shall be reviewed at least 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.

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Delegation to Headteacher or Head of School of the Academy

4.7 Subject to the responsibilities of the IMB and the policy statements of the Trust, the Head teacher, through the Chief Executive Officer, of the Academy shall be responsible to the IMB as laid out in the Scheme of delegation document:

<https://www.tsatrust.org.uk/wp-content/uploads/2018/11/Scheme-of-Delegation-2019.pdf>