

THE THINKING SCHOOLS ACADEMY TRUST

TERMS OF REFERENCE FOR REGIONAL GOVERNING BODIES (updated November 2021)

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 Appendix 3 details the Academies run by the Trust. (Each one the “Academy” or collectively the “Academies”).
- 1.3 In order to assist with the discharge their responsibilities, the Directors have established Regional Governing Bodies (“RGB”) that are linked to each of the Academies. The RGB shall be a committee established pursuant to Articles 100 to 104 (inclusive) of the Articles of Association of the Trust (the “Articles”).
- 1.4 The Directors may review these terms of reference at any time but shall be review them at least annually.
- 1.5 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 RGB

Governors of the RGB

- 2.1 Members of the RGB shall be known as “governors”.
- 2.2 The Directors have the right to appoint such persons to the RGB as they shall determine from time to time. In respect of any Academy which either (a) is adjudged by Ofsted (or any successor body) 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, the Directors shall have complete discretion in determining the composition make up of and appointments to any Advisory Body, Interim

Management Board or RGB in place at any time and the provisions of clauses 2.3 to 2.23 shall not apply to those Academies deemed to need an Interim Management Board (IMB) detailed in appendix 3.

2.3 Subject to clause 2.2 the governorship of the RGB shall be comprised as follows:

- a) The Director of Education for the Academies within the RGB
- 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.
- d) Chair of each of the Academy Advisory Boards whom the RGB are responsible for.
- e) Up to one Director (who shall be nominated by the Directors giving notice to the RGB from time to time) who shall be able to attend, speak and vote as an ex officio governor

Appointment of governors

Parent governors

2.4 Parent governors of the RGB 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 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 RGB, is committed to the governance and success of the Academies

2.5 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 RGB.

Community governors

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2.6 Community governors of the RGB shall be appointed by the Directors. He or she must be:

- a) a person who lives or works in the community served by the Academies; or
- b) a person who, in the opinion of the Directors, is committed to the government and success of the Academies.

2.7 The Directors may not appoint an employee of the Trust as a community governor if they are employed within a school that the RGB are responsible for.

Term of office

2.8 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.

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

Resignation and removal

2.10 A person serving on the RGB shall cease to hold office if:

- a) He or she resigns his office by giving notice in writing to the clerk of the RGB;
- 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.
- d) The AAB Chair ceases to the Chair of the said AAB

2.11 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 RGB

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- 2.12 A person shall be disqualified from serving on the RGB 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

- 2.13 The Chair and Vice Chair of the RGB 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 RGB in making this decision.
- 2.14 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 RGB.
- 2.15 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 RGB;
 - 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.
- 2.16 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 RGB shall elect one of their number to act as chair for the purposes of that meeting.

Committees

- 2.17 Subject to the prior agreement of the Directors, the RGB may establish subcommittees who may include individuals who are not members of the RGB, provided that such individuals are in a minority.
- 2.18 The RGB may delegate to a subcommittee or any person serving on the RGB, subcommittee, the Headteacher or Head of School (as applicable) or any other holder of an executive office, such of their powers or functions as they consider desirable. Any such delegation may be made subject to any conditions either the

Directors or the RGB may impose and may be revoked or altered. The person or subcommittee shall report to the RGB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the RGB immediately following the taking of the action or the making of the decision.

3. PROCEEDINGS OF THE RGB

Meetings

- 3.1 The RGB shall meet at least three times a year and shall hold such other meetings as may be necessary.
- 3.2 Meetings of the RGB shall be convened by the clerk to the RGB, 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 RGB 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 RGB.

Quorum

- 3.5 The quorum for a meeting of the RGB, and any vote on any matter at such a meeting, shall be any three of the governors of the RGB, or, where greater, any one third (rounded up to a whole number) of the total number of governors of the RGB 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 RGB 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 RGB 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 RGB shall disclose that fact to the RGB as soon as he or she becomes aware of it. A person must absent himself from any discussions of the RGB in which it is possible that a conflict will arise between his 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).
- 3.10 A governor of the RGB 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 RGB 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 RGB 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 RGB shall:

- a) ensure that the Academies are conducted in accordance with the object of the Trust, the terms of any trust governing the use of the land which is used for the purposes of the Academy, any agreement entered into with the Secretary of State for the funding of the Academies and these terms of reference;
- b) promptly implement and comply with any policies or procedures communicated to the RGB by the Directors from time to time;
- c) review its own policies and practices on a regular basis, in view of any advice or recommendations made by the Directors;
- d) work closely with the Directors and act with integrity, objectivity and honesty in the best interests of the Trust and the Academies;
- e) be open about decisions and be prepared to justify those decisions;
- f) keep confidential all information of a confidential nature obtained by them relating to the Academies and the Trust; and,
- g) adopt financial prudence in managing the financial affairs of the Trust in so far as these relate to the Academies and are delegated to them.

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

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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 RGBs are outlined in the schedule: .

<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 RGB, 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 RGB.

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Delegation to Headteacher or Head of School of the Academies

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

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

LIST OF ACADEMIES

Name of Academy	Regional Governing Body link
The Rochester Grammar School	Kent
All Faiths Children's Academy	Strood
The Portsmouth Academy	Fratton
Holcombe Grammar School	Chatham
The Gordon Children's Academy	Strood
New Horizons Children's Academy	Chatham
Cedar Children's Academy	Strood
New Horizons Primary Portsmouth	Portsmouth
Newbridge Junior School	Fratton
The Victory Academy	Chatham
Moorings Way Infant School	Portsmouth
Meon Junior School	Portsmouth
Penhale Infant School	Fratton
Meon Infant School	Portsmouth
The Goodwin Academy	Kent