



Athena Learning Trust

Scheme of Delegated Authority for Governance Functions

Review

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Reviewed by: Board

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1 Introduction

1.1 This Scheme of Delegation for Governance Functions describes the Athena Learning Trust governance structure and remit of the Members, Board of Trustees, its committees and local governing bodies.

1.2 The Athena Learning Trust is a company limited by guarantee and an exempt charity; the formal governance arrangements for the Trust are set out in its [*Articles of Association*](#).

1.3 The structure and operation of the governance of the Athena Learning Trust is further described in the following associated documents:

- ***Athena Learning Trust Board Governance Procedures***
- ***Athena Learning Trust Local Governing Body (LGB) Governance Procedures***
- ***Athena Learning Trust [Composition of Governing Bodies](#)***
- ***Athena Learning Trust [Committee Remits](#)***

1.4 Herein:

- 'The Trust' means Athena Learning Trust.
- 'School' means a school (or academy) in the Athena Learning Trust.
- 'Trust Shared Services' are those services and functions of the Trust that are not contained within a school budget and are not the responsibility of a Principal and/or Governing Body.
- 'The Board of Trustees' means the legal 'governing board' of the Trust as a whole.
- 'Trustee' means a Trustee of the Trust and member of the Board of Trustees; a Trustee is also a Director of the Charitable company.
- 'Governing Body' means a local committee of the Board of Trustees, often called a local governing body or committee, to which the Board has delegated powers and responsibilities for a school or group of schools.
- 'Governor' means member of a Governing Body.
- 'Principal' means the Principal (or principal) of an Athena Learning Trust school.
- 'CEO' means the Chief Executive Officer of the Trust (or an executive officer of the Trust to whom they have delegated specific authority to act on their behalf).

2 The Members of the Trust

2.1 At the highest level of governance in the Trust are the Members of the Academy Trust, who have an overview of the governance arrangements of the Trust.

2.2 The Members are the people who formally established the Trust, as the subscribers to the Memorandum of Association, and any other individuals subsequently appointed by the Members.

2.3 The Members have statutory rights and powers to:

- Appoint additional Members
- Remove a Member where they believe it is in the interests of the Trust
- Appoint up to 11 Trustees
- Remove a Trustee before the expiration of their term of office
- Amend the Trust's Articles, subject to any consents required from the Charity Commission and the Secretary of State for Education (via the Education and Skills Funding Agency (ESFA))
- Appoint the Trust's external auditors
- Receive the Trust's audited annual accounts: - by means of a special resolution, i.e. a 75% majority vote - by means of a normal resolution, i.e. a simple majority vote

2.4 All other powers and duties with regard to the management and governance of the Trust are vested in the Board of Trustees.

3 The Board of Trustees

3.1 The Board of Trustees is the 'governing board' of the Trust, and is responsible for the operation and performance of the Trust as a whole and all schools in the Trust and the Trust Shared Service.

3.2 The Board of Trustees consists of up to eleven Trustees appointed by the Members, including the CEO as long as they are in office; the Trustees may in addition appoint co-opted Trustees.

3.3 Details of how the Board of Trustees conducts its business are contained in the ***Athena Learning Trust Board Governance Procedures***.

3.4 The Board of Trustees retains responsibility for:

- Formal accountability for the statutory functions of the Trust and for the operation and performance of all schools in the Trust.
- Ensuring clarity of vision, ethos and strategic direction of the Trust as a whole.
- Approving the Trust Budget and the Annual Report & Financial Statements of the Trust, and the annual budget of each school and the Trust Shared Service.
- Oversight of the financial and educational performance of the schools in the Trust and the Trust Shared Service.
- Holding the Trust's executive leaders to account for the financial and educational performance of the Trust as a whole.
- Agreeing Trust and school policies and procedures as required to ensure that the Trust fulfils its statutory responsibilities and the oversight, monitoring and review of the implementation of those policies.

3.5 Further information on the retained and delegated powers of the Board of Trustees will be contained in the ***Athena Learning Trust Accountability Schedule***.

Governing Bodies

4.1 The Board of Trustees has established Governing Bodies to which it has given delegated powers and responsibilities with respect to the governance of a school or group of schools in the Trust.

4.2 Membership of the Governing Body does not have to include a majority of Trustees.

4.3 The membership of a Governing Body consists of between 7 and 15 members:

- Between 3 and 7 Trust governors, appointed by the Board of Trustees.
- Up to 3 Community governors, appointed by the Governing Body.
- At least 2 Parent governors, appointed following a ballot of parents.
- Between 1 and 3 staff governors, appointed following a ballot of staff.
- The Principal(s), ex-officio.

4.4 The composition of each Governing Body established by the Board of Trustees is set out in the ***Athena Learning Trust Composition of Governing Bodies***.

4.5 The Governing Body, as a Committee of the Board of Trustees, is responsible to, and must

report to the next meeting of, the Board of Trustees. The Governing Body may report to and make recommendations to the Board of Trustees on the governance and operation of the school. The Governing Body must take account of any advice given to it by the Board of Trustees or CEO.

4.6 Details of how the Governing Body conducts its business are contained in the ***Governing Body Governance Procedures*** and ***Athena Learning Trust Committee Remits***.

4.7 The Board of Trustees has given delegated responsibility to each Governing Body to:

- Ensure clarity of vision, ethos and strategic direction of the school(s).
- Oversee the financial and educational performance of the school(s) and ensure that money is well spent.
- Hold the Principal(s) to account for the educational performance of the school(s) and its pupils, and for the performance management of staff.
- Uphold the ethos of the school(s) and the Trust and ensure that the school(s) operates in accordance with the policies and procedures of the school(s) and the Trust.
- Support other governing bodies within the trust in sitting on panels as necessary (for example, Exclusion panels).
- Write chair's resolutions as necessary, for example, when a school-based policy requires a change outside of the usual schedule for policy approval.

4.8 The Board of Trustees has delegated responsibility to the Performance Management Review Committee of the Governing Body for decisions on pay and performance of the Principal and the School Senior Leadership Team, in accordance with Trust HR policies and procedures.

4.9 The Governing Body shall have no other standing committees, but may have ad hoc committees in accordance with clause 6.2.

4.10 Further information setting out the delegated powers of the Governing Body will be contained in the ***Athena Learning Trust Accountability Schedule***.

4.11 Any powers or functions delegated to the Governing Body or to a Governing Body Committee cannot be further delegated.

4 Board Committees

The Board of Trustees has established the Board Committees set out here in clause 5 to which it has given delegated responsibility for specific powers and functions.

- o Each Board Committee will have at least three members, who are appointed by the Board of Trustees; this may include non-trustees, but the majority of members must be Trustees.

- o The Committee is responsible to, and must report to the next meeting of the Board of Trustees.

- o Details of how each Committee conducts its business are contained in the ***Athena Learning Trust Committee Remits***.

- o Any powers or functions delegated to the Committee cannot be further delegated. o Further information setting out the delegated powers of the Committees will be contained in the ***Athena Learning Trust Accountability Schedule***.

5.1 Audit Committee

5.1.1 The role of the Audit Committee is to provide assurance to the Board on the Trust's risk management arrangements and that risks to internal financial control are being adequately identified and managed across the Trust and in its individual schools.

5.1.2 The Board of Trustees has given delegated responsibility to the Audit Committee to:

- o Agree annually a programme of assurance testing to be carried out by the Trust's external auditors.

- o Agree annually a programme of internal audit.

- o Report to and make recommendations to the Board regarding audit and risk.

5.2 People & Pay Committee

5.2.1 The role of the People & Pay Committee is to oversee the development and performance of the Trust's workforce and to take decisions on the performance and remuneration of individual Trust staff.

5.2.2 The Board of Trustees has given delegated responsibility to the People & Pay Committee to:



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- Monitor and review the development and performance of the Trust's workforce.
- Monitor and review the implementation and effectiveness of the Trust's Human Resources strategies, policies and procedures.
- Report to and make recommendations to the Board of Trustees on the above.
- Take decisions on pay and performance of the CEO, the Trust Senior Leadership Team and Principals and other staff in accordance with Trust HR policies and procedures.

5.3 Finance & Operations Performance Committee

5.3.1 The role of the Finance & Operations Performance Committee is to oversee the budgets and the finance and operations functions of the Trust and its schools on behalf of the Board of Trustees.

5.3.2 The Board of Trustees has given delegated responsibility to the Finance & Operations Performance Committee to:

- Monitor and review the budgets and budgetary performance of Trust schools, the Trust Shared Service and the Trust as a whole.
- Monitor and review the finance and operations functions of the Trust and its schools, including its estates, information systems, etc.
- Report to and make recommendations to the Board of Trustees on the above.

5.4 Education Performance Committee

5.4.1 The role of the Education Performance Committee is to oversee the educational performance of the Trust and its schools on behalf of the Board of Trustees.

5.4.2 The Board of Trustees has given delegated responsibility to the Education Performance Committee to:

- Monitor and review the educational performance of Trust schools.
- Monitor and review the support needs of Trust schools and the additional support that is provided to them.
- Report to and make recommendations to the Board of Trustees on the above.

5.5 Governance & Growth Performance Committee

The purpose of the Governance and Growth Performance Committee is to oversee the governance of the Trust and its strategies for growth.

The Board of Trustees has given delegated responsibility to the Governance and Growth Performance Committee to:

- Monitor and review the effectiveness of the Trust's governance arrangements including the Trust's governance policies and procedures and its Scheme of Delegation.
- Monitor and review the performance of the Trust's Committees including Governing Bodies.
- Monitor and review the support, training and development needs and recruitment of Trustees, local governors and members of the Trust Panel.
- Monitor and review plans for Trust growth, including the process for and outcomes of due diligence on schools that are being considered for joining the Trust and the establishment of new schools.
- Oversee on behalf of the Board any Trust schools that are not under the oversight of a Governing Body, on a temporary basis and until they are put under the oversight of a Governing Body.
- Report to and make recommendations to the Board of Trustees on the above.

5.6 Trust Shared Services Committee

5.6.1 The role of the Trust Shared Services Committee is to carry out governance functions in relation to those services and functions of the Trust that are not contained within a school budget and are not the responsibility of a school Principal and/or Governing Body. The Committee takes the place of a Governing Body with regard to those governance responsibilities.

5.6.2 The Board of Trustees has given delegated responsibility to the Trust Shared Services Committee to:

- o Ensure clarity of vision, ethos and strategic direction of the Trust Shared Service.
- o Oversee the financial and educational performance of the Trust Shared Service and ensure its money is well spent.
- o Hold the CEO and the Head of the Shared Service to account for the performance of the Trust Shared Service, and for the performance management of staff.

o Ensure the Trust Shared Service operates in accordance with the policies and procedures of the Trust Shared Service and the Trust.

5.6.3 The Board of Trustees has given the Chair of the Trust Shared Services Committee delegated authority to act on behalf of the Committee, in the same way as a Chair of a Governing Body, in cases of urgency where delay until the next meeting of the Committee or the Board of Trustees would be harmful to the Trust.

5.6.4 In relation to matters under the remit of the Trust Shared Services Committee, in the Accountability Schedule and in relevant Trust policies and procedures reference to the Governing Body will be read as the Trust Shared Services Committee.

5.7 Admissions Committee

5.7.1 The Board of Trustees has given delegated authority to the Admissions Committee for ruling on admissions applications where a decision of Trustees is required, in accordance with Athena Learning Trust Policy and Procedures.

6 Ad hoc Committees

6.1 The Board of Trustees has given delegated authority to the following ad hoc Committees of the Board (which may consist of the Principal, senior leaders, Governors or Trustees) if required to consider relevant matters in accordance with the Trust's policies, where they have been established from members of the Trust Panel in (remove) in accordance with this Scheme of Delegation and the appropriate Trust policies and procedures:

6.1.1 **Pay and Performance Appeals Committee** - to consider appeals against decisions on pay and performance matters relating to staff of the Trust shared service.

6.1.2 **Staff Discipline, Grievance and Redundancy, first committee** - to consider matters of discipline, grievance, redundancy, redeployment and early retirement relating to staff of the Trust shared service.

- 6.1.3 **Staff Discipline, Grievance and Redundancy Panel, second committee** - to consider matters at the appeal stage of discipline, grievance, redundancy, redeployment and early retirement relating to staff of the Trust shared service.
- 6.1.4 **Appointments Committee, Senior Staff** - to carry out the process of recruitment and appointment of members of the Trust Senior Leadership Team and the Leadership Team of the Trust Shared Service.
- 6.1.5 **Appointments Committee** - to carry out the process for recruitment of a Principal or member of the school's Senior Leadership Team.
- 6.1.6 **Appointments Committee, CEO** - to carry out the process of recruitment of the CEO and recommend an appointment to the Board of Trustees.
- 6.1.7 **Complaints Against the Trust Committee** - to consider complaints against the Trust.
- 6.1.8 **Trustee / Governor Disciplinary Committee** - to consider disciplinary matters including removal of a governor / Trustee.
- 6.1.9 **Pupil Exclusion Committee** - to consider the Principal's decision to exclude a pupil.
- 6.1.10 **Complaints Against the School Committee** - to consider complaints against the school.
- 6.1.11 These ad hoc committees will comprise three of the following depending on the nature of the committee and the severity: Trustee, CEO, Principal, Local Governor, senior leader.
- 6.1.12 Further information setting out the delegated powers of ad hoc committees will be contained in the ***Athena Learning Trust Accountability Schedule***.

7. Trust Executive

7.1 The Board of Trustees has delegated to the Chief Executive Officer (CEO) responsibility for delivery of the Trust's strategy, for the implementation of the policies of the Trust, and for the day-to-day running, internal organisation, management and control of the Trust schools and the Trust Shared Service.

7.2 The CEO is responsible for the performance management of the Trust Senior Leadership Team, the staff of the Trust Shared Service and the Principals of the Trust's schools.

7.3 The CEO has in turn delegated to the Principal of each school in the Trust responsibility for the day-to-day running of their school, including the internal organisation, management and control of the school, the performance management of school staff, and the implementation of the policies of the Trust and school's Governing Body.

8. Individual Trustees and governors

8.1 The Board of Trustees has given delegated authority to the Chair of the Board of Trustees to take decisions on behalf of the Board in cases of urgency where delay until the next meeting of the Board would be harmful to the Trust. The Board of Trustees has given delegated authority to the vice-chair of the Board of Trustees to exercise that delegated authority if the Chair is unable to do so.

8.2 The Board of Trustees has given delegated authority to the Chair of each Governing Body, in consultation with other governors and/or the Chair of the Board of Trustees as appropriate, to take decisions on behalf of the Governing Body where such action is required as a matter of urgency and it would not be in the interests of the school(s) or the Trust to delay such action until the next available meeting of the Governing Body or its appropriate committee. The Board of Trustees has given delegated authority to the vice-chair of the Governing Body to exercise that delegated authority if the Chair is unable to do so.