

**Athena Learning Trust**  
**Scheme of Delegation**  
**2023-24**



**Vision:** we provide world-class education so that we all lead great lives  
**Values:** dream big, be kind, take responsibility  
**Motto:** always learning together

As an exempt charity and company limited by guarantee in accordance with the Academies Act 2010, Athena Learning Trust is governed by a Board of Trustees responsible for the overall management of the Trust and the schools within. Trustees must comply with the trust's charitable objects, with company and charity law, and with their contractual obligations under the [funding agreement](#). Trustees' duties are described in sections 170 to 181 of the [Companies Act 2006](#).

This Scheme of Delegation outlines the key decisions required in connection with the overall governance and management of the Trust and its schools. The Scheme of Delegation sets out the delegation by the Trustees under the Trust's Articles of Association. It is designed to set out clearly the respective roles and responsibilities across all layers of governance. This document should be read in conjunction with the Trust's Articles of Association and Terms of Reference (add hyperlinks)

This Scheme of Delegation will be reviewed on an annual basis by Trustees, or more often if required. If any material changes are proposed to this document, Trustees will have regard to any representations made by Local Governing Bodies and their members. This Scheme of Delegation may only be altered or revoked by the Board of Trustees.

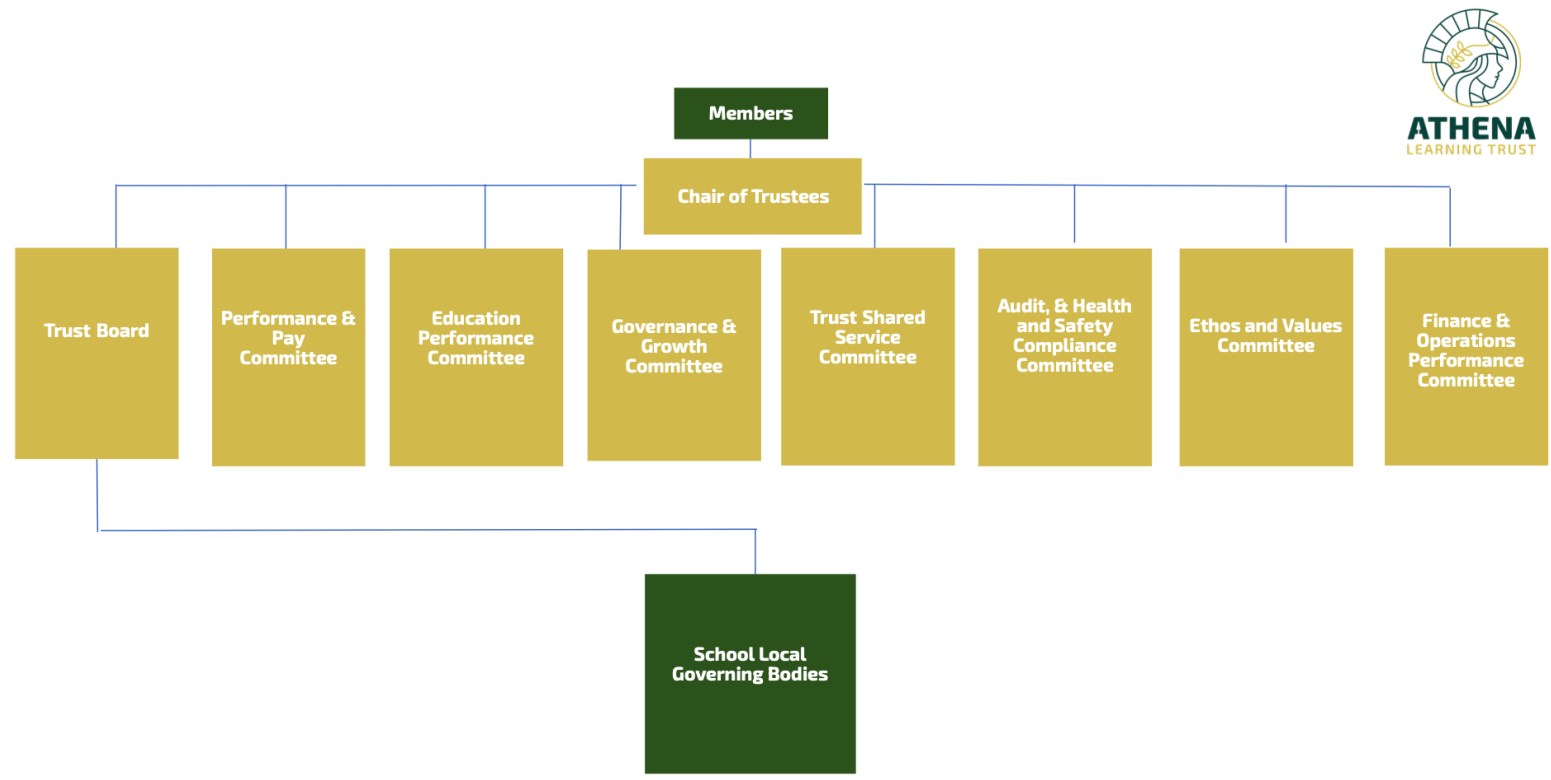
*Scheme of Delegation approved: 21 July 2023*

*Scheme of Delegation due for review: July 2024*



**Governance overview**

The Trust's three core layers of governance are Members, Trustees and Local Governors:



## **Members**

Under normal on-going Trust activities, Members do not get involved with the day-to-day operations of the Trust Board or the leadership activities of the CEO. Members are kept informed via two meetings a year plus attendance at the Trust Annual General Meeting. Members hold Trustees to account for the effective governance of the Trust, but have a minimal impact on the running of the Trust. Members are essential to the integrity of an academy trust structure.

The Articles of Association describe how Members are recruited and replaced, and Members have the ability to appoint some Trustees to ensure that the Trust's charitable object is carried out. They are also able to remove Trustees if they fail to fulfil their responsibilities. Trustees submit an annual report on the performance of the Trust to the Members. Members are also responsible for approving any amendments made to the Trust's Articles of Association.

## **Trustees**

Trustees are responsible for the general control of the Trust in accordance with the provisions set out in the Articles of Association and this Scheme of Delegation. Trustees are the accountable body for the performance of all schools within the Trust and must:

1. Ensure clarity of vision, ethos and strategic direction;
2. Hold the CEO to account for the educational performance of schools and their pupils, and the performance management of staff;
3. Oversee the financial performance of the Trust, ensuring financial probity and value for money;
4. Hold Local Governing Bodies to account for effective Governance as outlined in this Scheme of Delegation

## **Local Governors**

Individuals who sit on local governing bodies (LGBs) are referred to as 'local governors'. Each governing body is made up of a combination of staff members, parents, community members, and the Principal or Head of School.

There are direct channels of communication between the Chair of Trustees, their Board and Committees, the LGB chair and their local governors, and the Trust Shared Services.

### **Membership**

While Trustees can serve as Members, best practice recognises that the Members are responsible for holding the Trustees to account. Therefore, we have adopted separation between the Members and Trustees.

### **'Trustees' and 'Directors'**

The Trust is a company limited by guarantee and an exempt charity. Therefore, Trustees must comply with company, education and charity law requirements. This results in the terms 'Trustees' and 'Directors' being used interchangeably. However, these Articles of Association refer to 'Trustees'. The use of the term Trustee also distinguishes these individuals from those who are executive officers with the job title of director but who are not actually Companies House registered directors.

### **Delegation**

Trustees are permitted to exercise all the powers of the Trust. Trustees delegate, to the CEO, responsibility for the day-to-day operations of the Trust. Trustees (with the consent of the Members where changes to the Board of Trustees are at issue) have the right to review and adapt the Trust's governance structure at any time, which includes revoking delegation.

### **Meetings**

The Board of Trustees meets on a termly (or more frequently if necessary) basis. Subject to the consent of the Board of Trustees, external advisors, LSB representatives, Principals, Staff and Parent representatives may also attend any committee meetings to make recommendations to the Board of Trustees. These additional attendees shall not have voting rights at committee meetings.

### **Payments**

As a company and an exempt charity, Trustees are bound to comply with charity and company law as well as the requirements of the Academies Financial Handbook. Charity law expects individuals and organisations to become involved with a charity purely for altruistic purposes. The law does not envisage, or normally allow, for a profit to be made by a Trustee or a Member simply for acting in accordance with the role that he or she has taken on. The Trust's Articles of Association set out specific provisions relating to payment of Trustees. In short, there are two circumstances in which Trustees may be paid by the Trust:

- 1. Reimbursement of reasonable expenses**, properly incurred when acting on behalf of the Trust. Please note that this is at the discretion of the Board of Trustees. Permission should be sought in advance (e.g. annually) of incurring any expenses and receipts must be provided. Only reasonable expenses can be reimbursed and any expenses incurred may be subject to scrutiny by the ESFA.
- 2. Payment for services provided outside the role of a Trustee.** This is subject to very strict rules and legal advice must be sought when considering payment of this kind.

In summary, payment of Trustees must be considered carefully and properly documented fully taking into account the Articles of Association and the Academies Financial Handbook.

### **Trustees' Conflict of Interests**

A conflict of interests is any situation in which a Trustee's personal interests (or those of a person or body connected to him or her), influence or appear to influence or affect that individual's decision-making.

As Trustees of an exempt charity, the Trustees have two sets of similar duties to avoid conflicts of interest. The first duty derives from the charity law duty imposed on Trustees by virtue of their positions as charity law Trustees. The second duty arises from company law and is imposed on Trustees by virtue of their position as Directors under company law.

Essentially, the Trustees have a legal obligation to act in the best interests of the Trust and in accordance with the Trust's Articles of Association, and to avoid situations in which there is an actual conflict of interests or where it is reasonably perceivable that an actual conflict could emerge.

#### **Trustees' Committees**

Trustees meet termly and have established a number of committees which also meet on a termly basis. Trustees will ensure that the Trust's vision and values are well embedded, and will hold the CEO accountable for the inclusion of these. Trustees work alongside the executive team to set the overall vision and mission for the Trust and hold the executives to account on school improvement. Trustees ensure that the Shared Service resources and offer to schools are being effectively managed. Executives provide guidance to the Board of Trustees on all matters relating to Trust resources through the committee structure. Trustees are responsible for ensuring that the Trust complies with Health and Safety in line with current legislation and policies and that any issues or risks are being managed appropriately.

Trustees have Safeguarding at the top of its priorities and reviews the trust-wide and model school safeguarding policies on an annual basis. The Trustee with responsibility for safeguarding received regular training and produces an annual report for Trustees. Trustees delegate the day-to-day oversight of Safeguarding standards to Local Governing Bodies who work to ensure that standards are high.







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Governance function	Members	Board of Trustees / Committees	CEO	CFOO	Director of Education	Director of HR	Local Governing Bodies	Principal / Head of School	Head of Governance
Appoint CFOO for delivery of Trust's detailed accounting processes and oversight of all Trust operations									
Principal (Appoint / Remove) (For church schools, the Diocese must be consulted)									
Other School staff					Consult if/where appropriate				











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<b>Governance function</b>	<b>Members</b>	<b>Board of Trustees / Committees</b>	<b>CEO</b>	<b>CFOO</b>	<b>Director of Education</b>	<b>Director of HR</b>	<b>Local Governing Bodies</b>	<b>Principal / Head of School</b>	<b>Head of Governance</b>
Approval of terms of reference for sub-committees									
Appoint and remove Chair of LGBs		Approve					Recommend		
Appoint local governors									
Remove local governors		Approve					Recommend		
<b>Governance function</b>	<b>Members</b>	<b>Board of Trustees / Committees</b>	<b>CEO</b>	<b>CFOO</b>	<b>Director of Education</b>	<b>Director of HR</b>	<b>Local Governing Bodies</b>	<b>Principal / Head of School</b>	<b>Head of Governance</b>

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Appoint and remove Clerk to the Board of Trustees									
CPD for Trustees and Local Governors									
Maintenance of register of interests									
Ensuring the accuracy and suitability of the Risk Register									
<b>Governance function</b>	<b>Members</b>	<b>Board of Trustees / Committees</b>	<b>CEO</b>	<b>CFOO</b>	<b>Director of Education</b>	<b>Director of HR</b>	<b>Local Governing Bodies</b>	<b>Principal / Head of School</b>	<b>Head of Governance</b>















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level, appraisal and pay award									
Determine Principals salary scales									
Determine Principals' performance management and pay awards									
School staff structure within the agreed budget									
<b>Governance function</b>	<b>Members</b>	<b>Board of Trustees / Committees</b>	<b>CEO</b>	<b>CFOO</b>	<b>Director of Education</b>	<b>Director of HR</b>	<b>Local Governing Bodies</b>	<b>Principal / Head of School</b>	<b>Head of Governance</b>
Trust statutory HR		Approve				Prepare			







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Disciplinary, Redundancy, Capability cases									
Monitor effectiveness and scope of central services provided to the academies by the Trust									
<b>Governance function</b>	<b>Members</b>	<b>Board of Trustees / Committees</b>	<b>CEO</b>	<b>CFOO</b>	<b>Director of Education</b>	<b>Director of HR</b>	<b>Local Governing Bodies</b>	<b>Principal / Head of School</b>	<b>Head of Governance</b>
Set Trust wide		Approve		Prepare					

















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and equality duty									
Maintain accurate and effective and secure pupil records.									
<b>Governance function</b>	<b>Members</b>	<b>Board of Trustees / Committees</b>	<b>CEO</b>	<b>CFOO</b>	<b>Director of Education</b>	<b>Director of HR</b>	<b>Local Governing Bodies</b>	<b>Principal / Head of School</b>	<b>Head of Governance</b>
Maintain accurate and effective and secure employee files.						For Trust		For schools	
Maintain an accurate and effective and secure Single						For Trust		For schools	

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Central Record (SCR)									
Undertake pre-appointment checks for staff & governance stakeholders inc. DBS						For Trust		For schools	