



# Scheme of Governance

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## The Athelstan Trust

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## 1 Introduction

This Scheme of Governance (**Scheme**) has been made by the Trustees of The Athelstan Trust (**Academy Trust**) to set out a framework under which the Academy Trust is governed and managed, and in particular:

- a) how the Trustees work together effectively;
- b) the relationship between the Trustees, the local governing bodies (**LGBs**) and the senior leadership team; and
- c) how the Trustees ensure compliance with the various legal and regulatory requirements placed on them.

This Scheme shall be reviewed by the Trustees annually and in doing so, the Trustees shall have regard to any new legislation or guidance affecting the provisions of these documents.

This Scheme may be altered, added to or repealed by a majority resolution of the Trustees or by the Members of the Academy Trust in a general meeting.

A copy of this Scheme shall be given to the Members of the Academy Trust, every Trustee, each Local Governor, the Chief Executive Officer, the Heads of the Academies operated by the Academy Trust (the **Head Teachers**), the Chief Financial Officer and the Company Secretary

## 2 The Academy Trust

The Academy Trust is responsible for Malmesbury School, The Dean Academy, Bradon Forest School and any schools that join the Academy Trust in the future (**Academies**).

The Academy Trust has entered into a master funding agreement and separate supplemental funding agreements for each Academy under section 1 of the Academies Act 2010 with the Secretary of State for Education in relation to the funding of the Academies (**Funding Agreement**).

The Funding Agreement places a number of requirements on the Academy Trust including the requirement to comply with the Department for Education's (**DfE**) academies financial handbook (**Handbook**).

There are a number of roles involved in the running of any multi-academy trust and these are as follows:

- a) the Members;
- b) the Trustees;
- c) the Chief Executive Officer;
- d) LGBs: each Academy has an LGB formed by the Trustees as a committee of the Trustees. The members of the LGBs are called **Local Governors**;
- e) the Head Teachers who have responsibility for the day to day running of their respective Academy.

### **3 Members**

#### **3.1 The role of the Members**

In simple terms, the Members "own" the Academy Trust. They have a number of statutory rights, including the right to remove Trustees, the right to amend the Articles of Association of the Academy Trust (**Articles**) and the right to receive the annual accounts. They also have the right to appoint up to eight Trustees under the Articles. The Members are required to provide a guarantee that if the Academy Trust were to be wound up and the assets did not meet all of its liabilities, they would contribute £10. Members are also under a duty to act in the best interests of the Academy Trust in furthering its Objects.

The Members will normally meet just once a year at the annual general meeting (**AGM**).

#### **3.2 The appointment of the Members**

Members are appointed in accordance with Articles 12 to 18.

On appointment, all Members are required to complete a consent to be a member form (attached at Appendix 1). The Company Secretary will update the register of Members as appropriate. Companies House does not need to be notified.

The Academy Trust must provide details of new/replacement Members to the Secretary of State within 14 days of appointment to enable him to assess their suitability. The Academy Trust must also make prospective Members aware of this requirement before doing so.

### **4 Trustees**

#### **4.1 Capacity of Trustees**

Each Trustee is:

- a) a Trustee of the Academy Trust; and
- b) a charity trustee.

#### **4.2 The appointment of Trustees**

The Trustees shall be appointed in accordance with Articles 45 to 80.

On appointment, all Trustees shall be required to:

- a) undergo an enhanced Disclosure and Barring Service check;
- b) complete a Trustee declaration (attached at Appendix 2);
- c) complete an AP01 form for submission by the Company Secretary to Companies House (either in paper form or electronically); and
- d) complete a declaration of business interests form.

The Company Secretary shall update the register of Trustees in the statutory books.

#### **4.3 Constitution of the Board of Trustees**

The minimum number of Trustees is three although the number of Trustees is not subject to any maximum.

The **Board of Trustees** is constituted as follows:

- a) up to eight Trustees appointed by Members;
- b) at least two Parent Trustees elected by the Parent Local Governors of the LGBs, unless there is a minimum of two Parent Local Governors serving on the LGB and otherwise as the Members shall decide;
- c) co-opted Trustees (appointed by Trustees who are not themselves co-opted Trustees).]

The Trustees shall elect a Chairman and Vice-Chairman from among their number each academic year.

#### 4.4 **Meetings of Trustees**

There will be at least three meetings of the Board of Trustees in every academic year. Meetings will normally be held towards the end of each term and the dates will be published at the beginning of each academic year.

All meetings of the Trustees shall be convened and conducted as provided by the Articles.

Each meeting of the Trustees will ordinarily cover the following:

- a) a report on the financial position, including income and expenditure and financial commitments against agreed budgets;
- b) whether adequate financial monitoring of budgets and activities is being undertaken;
- c) progress on any action identified to improve financial arrangements;
- d) significant contracts proposed to be entered into;
- e) details of any significant matters affecting:
  - i) staff
  - ii) pupils' welfare or education; and
  - iii) assets.

In consultation with the Chairman, the Company Secretary shall prepare an annual plan for the meetings of the Trustees.

#### 4.5 **Accountability of Trustees**

The Trustees are chiefly accountable to:

- a) the beneficiaries of the Academy Trust (students at the Academies and their parents) and to the local community for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the students;
- b) the DfE, the Education Funding Agency and specifically the Secretary of State under the terms of the Funding Agreement;
- c) the Secretary of State (in his role as principal regulator in respect of charity matters) for operating the Academy Trust for the public benefit, for the prudent management of the

Academy Trust and its financial efficiency, and for compliance with legislation including charities legislation;

- d) the employees of the Academy Trust for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- e) other regulatory authorities for compliance with regulated responsibilities to which the Academy Trust and the Academies are subject.

#### 4.6 **Powers, functions and responsibilities of Trustees**

The Trustees are responsible for the governance and supervision of the Academy Trust, its committees (including the LGBs) and the senior leadership team.

The Trustees have a number of duties as responsibilities towards the management of the Academy Trust and its finances. In summary, the Trustees are responsible for:

- a) carrying on the Academy Trust in accordance with the Objects of the Academy Trust as set out in the Articles and safeguarding the assets of the Academy Trust;
- b) running the Academies and directing the education, pastoral care, financial and other policies of the Academies in accordance with the Articles and the Funding Agreements (including the Handbook);
- c) ensuring sound management and administration of the Academy Trust, and ensuring that managers are equipped with the relevant skills and guidance;
- d) financial controls and the financial management of the Academy Trust in accordance with the provisions of the Handbook, which sets out in detail provisions for the financial management of each Academy including guidance on financial systems and controls and accounting and reporting requirements;
- e) setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- f) risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting the Academy Trust; and
- g) ensuring the Academy Trust and the Academies are conducted in compliance with the general law.

The Trustees are required to:

- a) act together and in person and not delegate responsibility of the Academy Trust to others;
- b) act strictly in accordance with the Articles;
- c) act in the Academy Trust's interests only and without regard to their own private interests;
- d) manage the Academy Trust's affairs prudently;
- e) not take personal benefit from the Academy Trust unless expressly authorised by the Articles or the Charity Commission; and
- f) take proper professional advice on matters on which they are not themselves competent.

The Trustees should also hold the Chief Executive Officer, the Head Teachers and the Chief Financial Officer accountable. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of the Academy Trust.

The Trustees shall have regard to the 2019 framework for inspecting schools in England issued by the Office for Standards in Education, Children's Services and Skills (**Ofsted**).

The duties and responsibilities of the Trustees are explained in further detail in the separate document entitled *Guidance for governors: what does academy conversion mean for me* and *The essential trustee: what you need to know (CC3)* (Charity Commission, March 2012).

The Trustees shall have regard to the Handbook, which shall be circulated to all Trustees.

#### 4.7 Delegation of powers of Trustees

The Trustees may delegate such of their powers or functions that they can legally delegate and which they consider would be desirable to delegate.

The Trustees must not delegate any of their powers listed in Appendix 3 (**Reserved Matters**).

Delegation can be made to:

- a) Academy Trust committees (committees with functions related to the Academy Trust) including an **Audit Committee**, whose remit includes the usual auditing functions;
- b) the LGBs;
- c) any Trustee holding executive office;
- d) the Chief Executive Officer; and
- e) the Head Teachers.

However, every act of delegation shall be a delegation of powers and duties, and not a delegation or shedding of responsibilities.

#### 4.8 Risk management

The charities statements of recommended practice (Charities SORP FRS102 and Charities SORP FRSSE) set out requirements for reporting on the risks to a charity. These requirements apply to all charities which meet the charity audit threshold, regardless of whether they are reporting under FRS102, which applies to larger charities, or FRSSE, which applies to smaller charities.

If the Academy Trust meets the charity audit threshold, the Trustees' report must include a description of the principal risks and uncertainties facing the charity and its subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to avoid, minimise or mitigate each one, rather than making general statements regarding risk management.

The Trustees are therefore responsible for:

- a) identifying the major risks that apply to the Academy Trust, including:

- i) operational risks (employment issues, health and safety, fraud, service quality and development etc.);
  - ii) financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
  - iii) external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
  - iv) regulatory risks (compliance with legislation, changes in policies of the regulators etc.).
- b) making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks; and
- c) making appropriate statements regarding the management of risks in the annual report.

The following policies shall be approved by the Trustees:

- d) a risk management policy;
- e) a contingency and business continuity plan;
- f) a fraud policy;
- g) a whistleblower policy.

The Audit Committee shall prepare a risk register for approval by the Trustees and the LGBs, together with nominated Trustees and the Chief Financial Officer along with a procedure by which the risk register shall be subject to regular review and made available. The risk register shall have named individuals assigned to manage each risk.

#### **4.9 The management of conflicts of interest**

All Trustees are required to complete a declaration of business interests form on appointment and on an annual basis (including a nil return). Such declarations shall include:

- a) all business and financial interests such as Trusteeships, shareholdings, and other appointments of influence within a business or other organisation; and
- b) interests of related persons including, but not limited to, parents, spouses, children, personal and business partners where influence could be exerted by that person over a Trustee or member of *staff*.

The Company Secretary shall be responsible for maintaining a register of business interests including nil returns.

Each meeting of the Trustees shall include a standing agenda item for those attending to declare any changes to their declarations of interest.

No Trustee shall receive any payment for their work as a Trustee, other than payment of reasonable out of pocket travel, accommodation and other expenses which shall be subject to the prior written approval from the Chief Financial Officer.

## **5 The Company Secretary**

The Company Secretary is appointed and removed by the Trustees.



The Company Secretary is the chief administrator with respect to the Academy Trust's administration affairs.

The Trustees shall also appoint a Clerk (who may or may not also be the Company Secretary). The Clerk shall not be a Trustee (including the Chief Executive Officer) or a Head Teacher. However, if the Clerk fails to attend a meeting of the Trustees, the Trustees may appoint any one of their number or any other person to act as Clerk for the purposes of that meeting.

## 6 Committees

The Board of Trustees may appoint committees with functions related to the Academy Trust. The constitution, membership and proceedings of any committee shall be determined by the Trustees under terms of reference.

Each committee shall be chaired by a Trustee with the exception of a LGB which may or may not be chaired by a Trustee.

Membership of a committee may include persons who are not Trustees provided that (with the exception of the LGBs) a majority of the members of the committee are Trustees.

Except in the case of an LGB, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

The Trustees shall ensure that they receive adequate feedback on the work of any committees.

Committees will act in an advisory capacity to the Trustees, except where powers have been specifically delegated to them by the Trustees. The specific committees to be appointed are as follows:

### a) **Audit Committee;**

The terms of reference of each committee of the Trustees must be approved by the full Board of Trustees and reviewed at least once in every 12 months. They provide the sole agreed framework within which each committee operates.

## 7 Local Governing Bodies

The Trustees will establish an LGB in respect of each of the Academies. The LGB is a committee of the Board of Trustees. They operate under terms of reference which are set out in a separate document which may be amended by the Trustees from time to time. These terms of reference will confirm what powers the Trustees have delegated to the LGB.

In summary, the role of the LGB is to:

- a) provide advice to the Trustees on the functioning of that Academy;
- b) act as a key link between the Academy Trust, parents and the Academy community;
- c) provide advice and guidance as required or sought by the Head Teacher and senior leadership team and offer challenging but positive support to the Head Teacher;
- d) continually review the overall impact of the Academy; and
- e) assist with and review the implementation of certain academy policies, such as student admissions and behaviour.

The LGB is made up of individuals who may or may not also be Trustees.

Each LGB shall comprise, as a minimum:

- (a) the Head Teacher of the Academy;
- (b) two elected parents / guardians of a pupil at the Academy; To be elected by the parents/guardians of pupils at that Academy
- (c) up to two employees of the Academy (to be elected by employees of the Academy);
- (d) such other members as the Trustees decide.

Each LGB shall have a Chairman and a Vice-Chairman appointed by the Trustees.

The length of service of all Local Governors (including the Chairman and Vice-Chairman) and the Clerk to the LGB shall be four years, renewable for a further three years on an ongoing basis.

## **8 Chief Financial Officer**

The Trustees shall appoint a Chief Financial Officer for the purposes of the Handbook.

In accordance with the Handbook, the Chief Financial Officer is responsible for, along with a wider remit, the following:

- the day to day management of financial issues;
- the preparation and management of the Academy Trust's budget;
- the maintenance of effective systems of internal control;
- ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of the Academy Trust.

The Chief Financial Officer is responsible for guiding the Trustees on financial, audit and charity accounting matters, as well as dealing with the day to day management of the financial position of the Academies and the maintenance of effective controls.

The Chief Financial Officer shall report to the Trustees and the Audit Committee at least termly.

## **9 Financial Regulations Manual**

The Financial Regulations Manual (**Finance Manual**), which shall be prepared by the Chief Financial Officer, shall be adopted by the Trustees on the recommendation of the Audit Committee.

The purpose of the Finance Manual is to ensure that the Academy Trust maintains and develops systems of financial control which conform with the requirements both of propriety and of good financial management.

The Finance Manual shall include:

- finance authorisation levels, which shall confirm the delegation of authority to key individuals up to a specified value;
- appropriate procedures to monitor cash requirements to ensure that the Academy Trust will not become overdrawn;
- a competitive tendering policy for larger purchases in accordance with the Handbook; and

- a capitalisation limit for assets.

The Chief Financial Officer shall be responsible for preparing a policy for the disposal of assets for approval by the Trustees with a view to ensuring the best possible value is obtained from any disposal.

## 10 Budget approval

The Trustees shall be presented with a balanced budget for the year to 31 August for submission to the Education Funding Agency by 30 June or within six weeks of receipt of the final funding letter.<sup>1</sup>

The Chief Financial Officer shall be responsible for:

- establishing a written procedure and timetable for setting a budget in advance of each academic year;
- preparing the annual budget (including the assumptions on which it is based) for approval by the Trustees and for monitoring progress against it during the year;
- ensuring that all significant in year amendments to budgets are properly notified to the Trustees for approval. The Audit Committee shall determine the appropriate thresholds and procedures for this;
- reporting to the Trustees on the accuracy of the assumptions which have been used; and
- reporting to the Trustees on the key financial performance indicators included in the budget.

The Trustees shall be responsible for approving the final audited accounts and the Academy Trust's accounting policies, as set out therein.

The Trustees shall ensure that they put in place procedures to review their own effectiveness and skills available in overseeing the Academy Trust's financial performance, and the soundness of its internal control.

## 11 The Chief Executive Officer

The Trustees may appoint a chief executive officer who will be known as the Chief Executive Officer.

The role of the Chief Executive Officer is to provide professional leadership, strategic management and direction for the Academy Trust and its Academies. The Chief Executive Officer may also be a Head Teacher.

The Chief Executive Officer will report to the Trustees and shall comply with any reasonable direction by the Board of Trustees when acting on the Academy Trust's behalf.

Broadly, the Chief Executive Officer is responsible for:

- the internal organisation, management and control of each of the Academies;
- advising on and implementing the Academy Trust's strategic framework; and
- the implementation of all policies approved by the Trustees.

The Chief Executive Officer shall have the authority to direct the Head Teachers in relation to operational and educational standards matters, particularly with regard to improving educational

<sup>1</sup> Please note that the Education Funding Agency's deadlines and requirements may change from time to time.

standards and matters which could adversely affect the financial or reputational position of the Academy Trust.

The Chief Executive Officer will formulate aims, objectives, policies and targets for the Trustees to consider, and will report to the Academy Trust on progress at each meeting.

The Chief Executive Officer is responsible for preparing a policy for the curriculum and for reviewing the policy every school year; this will be done in consultation with the respective Head Teachers.

The Trustees may delegate such specific powers as they consider are required by the Chief Executive Officer for the carrying out of the above responsibilities.

## 12 The Head Teachers

The Head Teachers are responsible to the Trustees for:

- the internal organisation, management and control of his or her respective Academy,
- the implementation of all policies approved by the Trustees that relate to his or her respective Academy; and
- the direction of the teaching and implementation of the curriculum at his or her respective Academy.

The Trustees may delegate such additional powers and functions as they consider are required by each of the Head Teachers to enable them to carry out the above responsibilities.

## 13 The Accounting Officer

The Chief Executive Officer shall have the role of **Accounting Officer** as set out in the Handbook.

The Accounting Officer is personally responsible to the Trustees for ensuring:

- regularity and propriety, that is dealing with money in accordance with applicable legislation, authority and rules and with fairness and integrity (including avoidance of personal gain);
- prudent and economical administration, which is concerned with securing value for money;
- avoidance of waste and extravagance;
- efficient and effective use of available resources; and
- the day to day organisation, staffing and management of the Academy.

Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Trustees (or the LGB) or the Chair is contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Trustees or of any other rules governing the conduct of the Trustees), or would not represent prudent or economic administration, or the efficient or effective discharge of the Trustees' functions.

The Accounting Officer shall be required to provide a statement on governance, regularity, propriety and compliance in the Academy Trust's annual report. The format of the statement is included within the Accounts Direction which is issued annually.

The Accounting Officer may delegate or appoint others, such as the Chief Financial Officer, to assist in carrying out these responsibilities.

**14 Staff appointments**

The Chief Executive Officer, the Head Teachers and the Company Secretary shall be appointed by the Trustees.

**15 Approved version**

This Scheme of governance, management and delegation was approved and adopted by a resolution of the Trustees passed at a meeting held on 2/3/2015 and takes effect from the same date.

**16 Legal**

The Trustees have made this Scheme in exercise of the powers conferred on them by Articles 105 and 137.

If any provision of this Scheme is inconsistent with the Articles, the Articles will take precedence.

**Appendix 1 Consent to be a Member**

**The Athelstan Trust (Company)**

I hereby consent to being a Member of the Company.

As a Member of the Company, I hereby undertake to contribute to:

- 1 the assets of the Company in the event of it being wound up whilst I am a Member or within one year after I cease to be a Member;
- 2 payment of the debts and liabilities of the Company contracted before I cease to be a Member and of the costs, charges and expenses of winding up; and
- 3 the adjustment of the rights of the contributories among themselves, such amount as may be required;

provided that such amount does not exceed £10.

Signed .....

Full name .....

Address .....

.....

.....

.....

.....

Date .....

Please sign and retain the additional copy of this document with your records.

**The Athelstan Trust:** a company limited by guarantee

**Company registration number:** [• number]

**Registered office:** [• address]

## Appendix 2 Trustee declaration

### The Athelstan Trust (Company)

I confirm that I am willing to act as a Trustee of the Company (**Trustee**). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Articles of Association of the Company, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or Trustee by virtue of section 178 of the Charities Act 2011 (extract included below).

Signed .....

Full name .....

Address .....

.....

.....

.....

.....

Date .....

Please sign and retain the additional copy of this document with your records.

**The Athelstan Trust:** a company limited by guarantee

**Company registration number:** [• number]

**Registered office:** [• address]

## **Extract from section 178 of the Charities Act 2011**

### **178 Persons disqualified from being charity trustees or trustees of a charity**

(1) A person (“P”) is disqualified from being a charity trustee or trustee for a charity in the following cases—

#### **Case A**

P has been convicted of any offence involving dishonesty or deception.

#### **Case B**

P has been adjudged bankrupt or sequestration of P's estate has been awarded and (in either case)—

- f) P has not been discharged, or
- g) P is the subject of a bankruptcy restrictions order or an interim order.

#### **Case C**

P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

#### **Case D**

P has been removed from the office of charity trustee or trustee for a charity by an order made—

- a) by the Commission under section 79(2)(a) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or
- b) by the High Court,

on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible or to which P was privy, or which P's conduct contributed to or facilitated.

#### **Case E**

P has been removed, under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

#### **Case F**

P is subject to—

- a) a disqualification order or disqualification undertaking under the Company Trustees Disqualification Act 1986 or the Company Trustees Disqualification (Northern Ireland) Order 2002 (S.I. 2002/ 3150 (N.I.4)), or
- b) an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).



### **Appendix 3    Reserved matters**

The Reserved Matters are:

- 1        to change the name of the Academies or the Academy Trust;
- 2        to change the Objects (which would require Charity Commission and Secretary of State consent in any event);
- 3        to determine the educational character, mission or ethos of the Academies;
- 4        to change the structure of the Board of Trustees or the constitution and terms of reference of any committee of the Board of Trustees;
- 5        to alter or amend the Articles or this Scheme;
- 6        to pass a resolution to wind up an Academy or the Academy Trust;
- 7        to establish a trading company;
- 8        to sell, purchase, mortgage or charge any land in which the Academy Trust has an interest;
- 9        to approve the annual estimates of income and expenditure (budgets) and major projects;
- 10       to appoint auditors and investment advisers;
- 11       to sign off the annual accounts;
- 12       to appoint or dismiss the Finance Trustee, the Chief Executive Officer, the Head Teachers, the Company Secretary or the Clerk to the Trustees;
- 13       to settle the division of executive responsibilities between the Trustees on the one hand and the Chief Executive Officer, the Head Teachers and the Finance Trustee on the other hand, and to settle the division of executive responsibilities between those individuals;
- 14       to do any other act which the Funding Agreement expressly reserves to the Board of Trustees or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part thereof);
- 15       to do any other act which the Articles expressly reserve to the Board of Trustees or to another body; or
- 16       to do any other act which the Board of Trustees determine to be a Reserved Matter from time to time.