Background

1 This report updates and confirms the Scheme of Delegation considered and approved by the Board at its meeting in October 2018 (updated to reflect recent changes to Statutes and Ordinances) and describes the method through which its decision-making is delegated. The powers of the Board are now set out in Statute VI and Ordinance XXX (the Statement of Primary Responsibilities) which aligns with the provisions of the Committee of University Chairmen (CUC) Higher Education Code of Governance. The Scheme maps the Board’s powers and responsibilities against these documents.

1.2 The Scheme seeks to identify and clarify delegations within the University. The responsibilities of the Board of Governors, the President and Vice-Chancellor and the Senate are set out in the University’s Charter, Statutes and Ordinances. Delegation of authority is currently set out in Statute VIII which notes that the Board (and Senate) may delegate their powers, functions and duties to any person, committee or body and revoke or alter such delegation at any time, subject to the Board not delegating responsibility for reserved matters including the appointment of the President and Vice-Chancellor or Registrar, Secretary and Chief Operating Officer, approval of the University’s strategic plan and approval of the University’s financial forecasts and annual budget.

1.3 The Board of Governors remains ultimately accountable and responsible for the actions and discussions taken by the Committees, Boards or persons to whom it has delegated its responsibilities.

1.4 The following documents may also be helpful when seeking further information on, and clarification of, the responsibilities of key officers, the Board of Governors, Senate and associated committees:

- The University Charter
- Statutes (University laws)
- Ordinances (prescribed University practices and procedures)
- General Regulations (rules that students and staff must abide by)
- The University’s Corporate Governance statement (as set out in the Financial Statements)
- Membership and Terms of Reference of the Board’s principal Committees
- Senate Schedule of Delegations
- Financial Regulations and Procedures
- Approval Process for Capital and Special Revenue Expenditure
- Contracts Governance Policy
- Statement of Primary Responsibilities

Primary Responsibilities and associated delegations
2.0 The powers of the Board are set out in Statute VI and Ordinance XXX (Statement of Primary Responsibilities). The responsibility of the Board of Governors is outlined and the method through which it is handled, discharged or delegated is described. In some cases the delegations described are based on established custom and practice, and are therefore codified in this statement.

A. Strategic Direction

Statute VI.2 (a)

The primary responsibility of the Board shall be prescribed in the Ordinances and these shall include responsibility for:

a) keeping the strategic direction of the University under regular review in furtherance of the Objects of the University, and in consultation with the Senate, keep under regular review the strategic direction of the University and, as a consequence, determine short, medium and long-term strategic objectives.

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

a) In furtherance of the Objects of the University, and in consultation with the Senate, approve and keep under regular review the mission and strategic direction of the University. As a consequence, to determine, review and approve short, medium and long-term strategic objectives, ensuring that these meet the interests of stakeholders.

Commentary

The Board of Governors is directly responsible for the strategic direction of the Board of Governors, and the Board agrees the University’s Strategic Plan. To this end a review of Accountability is held annually (February) and a Planning Conference takes place each March. The Accountability event measures performance against the Strategic Plan (through syndicate and plenary discussion) and includes a stocktake of performance, informed by Annual Performance Reviews of Faculties and Professional Services. The Planning Conference involves the Board and Planning and Resources Committee and considers and determines appropriate strategic developments taking into account internal and external context. Throughout the year, in addition to any specific strategic matters that may be brought forward for the Board’s consideration and approval, the report of the President and Vice-Chancellor, provided at each formal meeting, is the main means through which strategic considerations and priorities are brought to the Board’s attention.

B. Delegation of authority to the President and Vice-Chancellor

Statute III.4

4. Pursuant to Article IV of the Charter, the President and Vice-Chancellor shall be responsible to the Board for the effective and efficient management of the University, for the conduct of its business generally and for the achievement of institutional objectives, including:

(a) in relation to academic management (and subject to the powers and authority of the Senate provided for in these Statutes), establishing, in consultation with the Senate, the Deans of Faculties and such other appropriate academic or academic-related officers and in furtherance of the Objects of the University, operational limits and
processes satisfactory to the Board and the Senate as prescribed in Ordinance or Regulation;

(b) in relation to corporate, financial and estate management, establishing in consultation with the Senate or the Registrar, Secretary and Chief Operating Officer as may be required, and in furtherance of the Objects of the University, operational limits and processes satisfactory to the Board as prescribed in Ordinance or Regulation;

(c) in relation to human resources management, establishing in consultation with the Senate or the Registrar, Secretary and Chief Operating Officer, as may be required, and in furtherance of the Objects of the University (and subject to Statute XIII), operational limits and processes satisfactory to the Board as prescribed by Ordinance or Regulation

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

b) Establish and keep under regular review the delegation of authority from the Board to the President and Vice-Chancellor (including procedures and limits within which management functions will be carried out) as provided for in Statute III for the academic, corporate, financial, estate and human resource management of the University President and Vice-Chancellor.

Commentary

Elements of this authority are defined in the terms and conditions of appointment of the President and Vice-Chancellor (which is approved by the Board of Governors), except where responsibilities are otherwise defined in the terms of reference of the Board of Governors, Senate or their respective sub-Committees

The University sets out matters concerning the broad policies relating to financial control in its Financial Regulations. The Financial Regulations are approved by the Board and apply to the University and all its related subsidiaries and include all funds passing through University accounts. As the Financial Regulations form part of the General Regulations of the University, compliance with them is mandatory for all members of the University, which includes staff (including those who hold honorary contracts of employment), students and other associated individuals (e.g. lay members of the Board and lay officers). Members of the University who fail to comply with the Financial Regulations may be subject to appropriate action under the University’s disciplinary procedures.

The Regulations determine responsibilities, processes, and authorisations for:

- financial control
- the sign-off of University expenditure, income and banking
- research grants and contracts
- salaries, wages and other personal payments
- assets (including acquisition and disposal)
- loans
and in respect of university companies, registers of interest, the Students’ Union and Athletics Union, insurance and taxation.

C. Monitoring and evaluating performance and efficiency and reviewing internal management and financial control

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

c) Establish a process to monitor and evaluate the performance and effectiveness of the University in achieving strategic objectives within operational limits (and where appropriate in consultation with Senate) using approved key performance indicators benchmarked against other comparable institutions.

d) Ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and managing conflicts of interest.

Commentary

As described above, the primary means through which the monitoring and evaluation of the efficiency of the University is assessed is via the Board’s separate annual Accountability and Planning exercises.

Delegation to Planning and Resources Committee (PRC):

The management of the University’s strategy and monitoring and reporting on the University’s performance against objectives and ensuring prompt action. This is achieved through the Annual Performance Review which is managed under the oversight of PRC. PRC is responsible for reporting to the Board on an annual basis on the performance of the University against plans and agreed KPIs.

Delegation to Audit Committee:

Responsible for providing reports to the Board of Governors after each of its meetings, together with an annual report covering the University’s financial year and all the responsibilities of the Committee and giving its opinion, supplemented by that of the internal auditors, to the Board on the adequacy and effectiveness of the University’s arrangements for risk management, control and governance, and value for money.

Senior Officers, Internal Audit, PRC members and the external auditors are responsible for providing information and advice to Audit Committee.

D. Best practice in corporate governance

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

g) Conduct its business in accordance with current best practice in other sectors, including public sector, and higher education corporate governance and with the principles of
public life drawn up by the Committee of Standards in Public Life, and appoint and constitute such committees in furtherance thereof as it may from time to time deem to be appropriate.

Ordinance VIII

Arrangements for Effective Governance and Internal Management and Financial Control

[Note: The provisions of this Ordinance are subject to the conditions in force under the Office for Students Regulatory Framework]

1. The Board shall appoint and constitute,

   (a) a Finance Committee, chaired by a lay member of the Board who is not hitherto an Officer of the University, and with lay members of the Board comprising a majority of the membership (with provision for co-opted lay members from outside the Board);

   (b) an Audit Committee, chaired by a lay member of the Board who is not an Officer of the University, and with a wholly lay membership drawn from the membership of the Board (with provision for co-opted lay members from outside the Board);

   (c) a Remuneration Committee, chaired by a lay member of the Board other than the Chair of the Board, and with a wholly lay membership drawn from the membership of the Board (with provision for co-opted lay members from outside the Board). Whilst not a member, the President and Vice-Chancellor may attend meetings of the Committee at the invitation of the Chair of the Committee, provided that he or she is not present for any matters relating to him or herself;

   (d) a Planning and Resources Committee, chaired by the President and Vice-Chancellor.

   (e) Under the provisions of Ordinance XXIII, proposals to dismiss staff by reason of redundancy, pursuant to Part II of Statute XIII, are dealt with by an appropriately constituted Staffing Committee.

Commentary

Delegation to Audit Committee:

The internal audit programme addresses governance issues and the annual opinion of the internal auditors provides a report on these matters.

Role of the Secretary of the University

The Chair and Members of the Board of Governors are advised by the Secretary on their responsibilities under the Charter, Statutes, Ordinances and Regulations to which they are subject, including legislation and the requirements of the Office for Students, and on how these responsibilities should be discharged. The Secretary will also, under the direction of the Chair, determine best practice within governance as this applies to the Board’s operation and also recommend the establishment of new committees or modify the scope of existing ones, as appropriate.

E. Appointment of senior staff and related activity
Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

i) Appoint the following, A) and B) in consultation with the Senate, C) on the recommendation of the Senate);

A) the President and Vice-Chancellor;
B) the Deans of the Faculties and;
C) the external examiners of the University

j) Establish suitable arrangements for monitoring the performance of the President and Vice-Chancellor and set appropriate remuneration.

k) Appoint, in consultation with the Senate, a Registrar and Secretary who, in addition to serving as Secretary to the Board (and in this capacity being accountable to the Board), shall be the Chief Operating Officer and Head of Administration of the University, responsible to the President and Vice-Chancellor for the provision of administrative and support services required for the effective and efficient conduct of the University.

Commentary

Remuneration arrangements for the Principal and Vice-Chancellor and senior leadership team are delegated to the Remuneration Committee.

F. Employing authority

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be):

l) To be the employing authority for all staff of the University.

Commentary

Delegation to the President and Vice-Chancellor, Deans of Faculties, and the Registrar, Secretary and Chief Operating Officer, in conjunction with the Director of HR:

The appointment of members of staff, other than those reserved to the Board of Governors by Statute. A report of appointments of senior academic and administrative staff made under this delegation is forwarded regularly for information to Senate and/or the Board of Governors. In Faculties, the Vice Presidents and Deans establish Faculty Promotions Committees to consider cases for promotion in line with established criteria.

Delegation to the University Promotions Committee (UPC):

To make decisions on the promotion of individual academic staff and to make decisions relating to individual academic staff probation within the overall framework for academic progression approved by Senate and the Board of Governors. The role of the UPC is to
ensure equity of treatment across the University. It will do this by considering summary data on staffing in each School to assess whether there are any broad indicators that some Schools are applying inappropriate standards for promotion.

Heads of Schools make recommendations to the UPC, as appropriate.

**Delegation to Remuneration Committee:**

The remuneration of professorial staff and holders of equivalent level or more senior posts and any termination arrangements to statutory officers or other senior individuals. The Committee is required in accordance with its terms of reference to report to the Board after each of its meetings and provides an annual report on its activities to the Board of Governors.

**Delegation to Staffing Committee:**

The Staffing Committee is established by the Board under Ordinance XXIII to give full and proper consideration to any proposals duly notified to it by or on behalf of the President and Vice Chancellor to dismiss members of staff by reason of redundancy pursuant to Statute XIII Part II.

**Delegation to PRC (HR Sub-committee):**

Guidance on all principal HR matters is delegated to PRC, which has established the HR Sub-Committee, responsible for:

a) the design, development and approval of all HR policies

b) monitoring and reviewing the effectiveness of HR policies, procedures and practices and agreeing changes as appropriate

c) approving changes to terms and conditions of employment

d) monitoring the delivery of the People and Organisational Development Strategy.

G. **Appointment of representatives in pursuance of powers**

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be):

m) Appoint persons to represent the University in pursuance of any powers conferred on the University otherwise than under the Charter and the Statutes.

**Commentary**

The Board is directly responsible for the designation of any powers of attorney granted in the name of the University. In respect of intellectual property, the Board has granted such powers to UMI³
H. Principal Financial and Business authority

**Ordinance XXX.1** (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be):

n) To be the principal financial and business authority of the institution, to ensure that proper books of account are kept for the University and its subsidiary undertakings, to approve the annual budget and financial statements, and to have overall responsibility for the institution’s assets, property and estate.

**Commentary**

**Delegation to Finance Committee:**

Within the scope of authority delegated by the Board of Governors, to review the financial implications of all relevant recommendations from the Planning and Resources Committee, and to advise or take appropriate action in order to ensure (on the basis of the information considered alongside appropriate assurances sought from senior managers/officers):

(a) the financial viability of the University;

(b) that the requirements of the Office for Students to maintain financial solvency are met, and, if appropriate, to consider and report on relevant financial disclosure issues in the University’s Financial Statements;

(c) that the University’s principal accounting functions reflect best financial practice, including that relating to any statutory and other external requirements and any associated borrowing requirements, procurement processes and insurance arrangements;

(d) that major capital projects are appropriately and satisfactorily managed; and

(e) that the University’s investments, including trust funds, are appropriately and satisfactorily managed, including periodic review of the University’s policy on socially responsible investment.

It is also directly responsible for the consideration, agreement and bringing forward of:

(a) long-term financial plans for the University and to set the framework within which planning and resource allocation should take place;

(b) recommendations relating to the borrowing facilities of the University;

(c) recommendations for amendment of the University’s Financial Regulations;

(d) the annual budgets of the University;

(e) the University’s Financial Statements; and

(f) the financial plans/forecasts to the Office for Students.

I. Report to General Assembly
Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be):

o) Present to the General Assembly the annual financial statements prepared in accordance with the proper books of account and reflecting current best practice in other sectors, including public sector, and higher education corporate governance, together with an Annual Report on the work of the University, and to receive and consider the opinion of the General Assembly thereon.

Commentary

At least one meeting of the General Assembly must be held in the calendar year. In normal circumstances and in order to engage with the community the University provides two meetings of the General Assembly. The January meeting presents the financial statements of the University together with an annual report. In June of each year, an additional meeting is held at which the Stock-take report is presented for comment and feedback.

J. Provision for student welfare

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

r) Make such provision as it may from time to time see fit for the residence of the students and, in consultation with the Senate, for their general welfare.

Commentary

PRC is the normal route in which any recommendations concerning the future development of University residences are brought forward to the Board of Governors. The Board will ensure appropriate consultation with Senate on welfare issues.

K. Appointment of Appeal Bodies

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

s) As required, appoint appeal bodies for hearing appeals by students as provided for in Statute XXI.

Commentary

Delegation to Appeal Board:

Appeals against decisions of the University Student Disciplinary Panel are made to an Appeal Board. The Appeal Board comprises:
A Vice-President, Dean of a Faculty, Associate Vice-President, or Associate Dean (in the Chair)

A Head of School

One professorial member and one non-professorial member of the academic staff, drawn in each case from a list established for the purpose by the Student Conduct and Discipline Committee

A registered student of the University nominated by the Students’ Union.

L. Trustee of any property, legacy, endowment, bequest or gift

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

t) Act as trustee of any property, legacy, endowment, bequest or gift for purposes of research, scholarship, learning or teaching, whether in the University or elsewhere, or otherwise in furtherance of the work and welfare of the University.

Commentary

The Financial Regulations addresses this responsibility in the section on Assets. In addition, the University has established a Gift Oversight Group

On behalf of the Board and Finance Committee, Investment Sub-Committee ensures appropriate and satisfactory management of investments and endowments.

M. Academic governance

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

u) At such times as it may see fit, to require the Senate to provide evidence that the principles of academic governance provided for in these Statutes are being properly upheld and exercised.

Commentary

Governing bodies are required to provide assurance on academic matters to the Office for Students on an annual basis. In accordance with the Office for Students Public Interest Governance Principles and Element 4 of the CUC Code of Governance, the governing body should receive assurance that academic governance is effective by working with the Senate/Academic Board or equivalent as specified in its governing instruments in order to maintain quality. This is supported by the reporting link between Senate and the Board, and the representation provided by Senate members on the Board of Governors.

N. Opinion on other matters
Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

v) Consider and report on any opinion on any matter relating to the work of the University, including proposals of the Board for the amendment of the Charter and the Statutes, that may have been received from either the General Assembly or the Senate, on reference from the Board or otherwise.

Commentary

Any such matters referred to the Board of Governors are presented, on reference.

O. Honorary Degrees

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

w) On the recommendation of the Senate, award degrees *honoris causa* pursuant to Statute XX, and revoke degrees or other academic distinctions pursuant to Statute XX.

Commentary

The Board retains responsibility for the award of any honorary degree, or the revocation of any academic award made in the name of the University.

**Role of Awards and Honours Group**

The Awards and Honours Group is responsible as follows;

1. To consider the criteria and make recommendations to Senate and thereafter the Board of Governors for the award of honorary degrees of the University.

2. To consider the criteria, and make recommendations to the Board of Governors, for the award of the University Medal of Honour.

3. To advise the President and Vice-Chancellor on matters relating to the University’s Distinguished Achievement Medals and on nominations for other internal and external honours and awards which may from time to time be introduced.

4. To review any award where the University is in receipt of substantial new information which, for good reason, was not available previously or has subsequently been provided and which, potentially, could have affected the original decision to confer. In undertaking this task the Group will:

   - require substantial grounds for the review;
   - will review those grounds with the award holder, if appropriate and if possible; and will:
   - after due consideration, make a recommendation to Senate and thereafter the Board of Governors (for honorary degree holders) or directly to the Board of Governors (for Medal of Honour holders), to either rescind the award or leave it in place.
P. Constitution

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

x) Ensure that the institution’s constitution is followed at all times and that appropriate advice is available and taken to enable this to happen.

Commentary

The Charter may be amended and the Statutes may be enacted, amended and repealed from time to time but any such action requires the approval of Her Majesty in Council (being the Queen acting through the Privy Council). Ordinances and Regulations may be enacted, amended or repealed from time to time by the Board (with approval from the Senate on academic matters) without needing to seek this approval.

Q. Board Effectiveness

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

e) Establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.

Commentary

The CUC Higher Education Code of Governance recommends an external review of governance at least every four years. The Board commissioned a Governance Effectiveness Review in 2016, which reported to the Board in March 2017; the previous external review was completed in 2011.

R. Good name, values and ethical governance

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

h) Safeguard the good name and values of the institution and to be responsible for the ethical governance of the University.

Commentary

The Board has established Social Responsibility as one of its core goals and receives regular reports on reputational issues (through KPIs). It also receives annual reports from Gift Oversight Group, Research Compliance Committee and Board members and officers are required to complete an annual declaration of interests.

S. Legal authority
Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

p) To be the institution’s legal authority and, as such, to ensure that systems are in place for meeting all the institution’s legal obligations, including those arising from contracts and other legal commitments made in the institution’s name.

The University’s Financial Regulations, Financial Procedures and Contracts Management Policy set out detailed arrangements for contracts and related matters. Under the provisions of the Charter (Clause V.I), the Board is responsible for custody and use of the Common Seal and a report on its use is provided to each Board meeting in accordance with Regulation VII.4.

T. Health and Safety

Ordinance XXX.1 (Subject to the provisions of the Charter and Statute VI, the primary responsibilities of the Board shall be to):

q) be responsible for effective planning, ongoing control, monitoring and review of the University’s health and safety management procedures.

Commentary

The Board of Governors has established the Safety, Health and Environment Committee (SHE), chaired by the Registrar, Secretary and Chief Operating Officer, through which it consults its employees on matters relating to safety, health and environmental sustainability. The Committee has established sub-groups dealing with specialist topics, including general occupational health, safety & training; fire safety; radiological protection (including lasers and non-ionising radiation), biological & genetic manipulation work and environmental sustainability. In addition, the SHE Committee:

- advises the Board of Governors on matters relating to safety, health and environmental sustainability arising from its activities
- submits to the Board for approval, policies and action plans to ensure the University fulfils its safety, health and environmental sustainability obligations to staff, students and others
- monitors compliance and implementation of safety, health and environmental sustainability policies and action plans, to receive regular reports on occupational accidents and illness and to recommend to the Board any action necessary to improve performance
- promotes co-operation and communication between the University, its staff and students in all matters relating to safety, health and environmental sustainability.