



St Mary's
University
Twickenham
London

BOARD OF GOVERNORS

SCHEME OF DELEGATION

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1 INTRODUCTION

The University's *Articles of Association* form the legal basis for the establishment and governance of the institution.

As the University receives public funding through HEFCE (and other public bodies), the HEFCE *Memorandum of assurance and accountability* published on the [HEFCE website](#) forms another key determinant of responsibilities. Guidance and recommendations on best practice is provided by the Committee of University Chairs' (CUC) [HE Code of Governance](#).

This *Scheme* forms a major part of the overall governance framework of the University together with the *Articles* and *Regulations* published on the [governance pages of the University website](#), the HEFCE *Memorandum of assurance and accountability* and the CUC.

Together the documents:

- Set out the responsibilities and powers of the Board, its committees and the Academic Board
- Set out the responsibilities and powers of the Vice-Chancellor (and other senior staff)
- Contribute to openness, transparency and accountability in governance
- Assist in the efficient discharge of business and the overall efficiency of decision-making

This *Scheme* also includes a section on confidentiality to explain that certain issues have to be treated as reserved business or otherwise in confidence.

Attention is drawn to responsibilities or areas for the Board's attention through use of **bold text**.

The *Articles* are a legal document (supplemented by the *Regulations*). The *Articles* are determined in turn by UK Company and Charity Law.

This *Scheme of Delegation* aims to provide a more readily accessible document. In places it quotes directly from the *Articles*; elsewhere it summarizes, paraphrases or comments on the *Articles* and other documents. However the *Articles* remain the formal legal document and nothing in this *Scheme* replaces that document.

However comprehensive the documentation, matters will be subject to interpretation or require guidance. In the first instance or in case of any doubt the Clerk to the Board of Governors should be asked to provide interpretation or guidance.

This *Scheme of Delegation* does not set out in detail how the Board operates. The Board's *Handbook* gives further information.

Unless otherwise noted, the word 'Board' in this *Scheme of Delegation* refers to the Board of Governors.

2 POWERS AND RESPONSIBILITIES OF THE BOARD OF GOVERNORS

2.1 Powers and general power to delegate to committees

Section 4 of the *Articles of Association* set out the Objects of the University:

To advance education, in such manner as befits a Catholic foundation,
by:

- the provision, development and conduct of a Catholic institution of higher education;
and
- the provision of training and continuing professional development for teachers in both religious and secular schools, with special provision for those intending to teach in Catholic and other Christian schools
mainly, but not exclusively, within England and Wales (“**the Objects**”).

The University is both a registered charity and a company.

It must maintain a register of Members who have certain responsibilities as set out below; reference is to the *Articles*. The Members of the University are:

- the Archbishop of Westminster
- the Director of the Catholic Education Service
- up to two persons nominated by the Archbishop who may be Governors nominated by the Archbishop under Article 13
- up to two persons nominated by the CES who may be Governors nominated by the CES under Article 13

Subject to the provisions of the Charities Act, the Companies Act, the Education Acts and of Article 12, the Members may amend the provisions of the *Articles* with the prior written consent of the Privy Council and of the CES.

The Governors must obtain the prior approval of the Members in general meeting decided on a majority of the votes cast before transacting or taking any decision in relation to ‘Restricted Business’. This refers to the sale or grant of any lease for a term of more than 21 years, of any of the University’s land or buildings the acquisition of which land or buildings was wholly or substantially funded by the Catholic Church or the CES or any predecessor to the CES.

Governors are Trustees of the charity and Directors of the company. They have control of the institution, its property and its funds and are bound by the relevant legislation such as the Charities Act (2011) and the Companies Act (2006). They are also bound by the requirements of the HEFCE *Memorandum of assurance and accountability* and the CUC *HE Code of Governance*.

Governors have the following powers and duties in administration of the University subject to the relevant section of the *Articles* which set out the powers of the University itself. The requirements of the Charity Commission, Companies House, HEFCE and other providers of funding are also relevant:

- To preserve and develop the Catholic mission and educational character of the University;
- To ensure the effective and efficient use of resources, the solvency of the University and the safeguarding of its assets;
- To approve annual estimates of income and expenditure;

- To delegate, subject to Article 16.4, any of their functions to committees consisting of two or more individuals appointed by them. At least a majority of every committee must be Governors and all proceedings of committees must be reported promptly to the Governing Body;
- To appoint and determine the remuneration of auditors;
- To appoint (and remove) a Clerk to act as secretary to the Governing Body. The Clerk shall also act as the Company Secretary in accordance with the Companies Act;
- To make Regulations consistent with the Articles and the Companies Act to govern their proceedings and proceedings of committees; and to make Regulations consistent with the Articles and Companies Act to govern the administration of the University and the use of its seal (if any);
- To oversee the adoption of procedures to assist the resolution of disputes or differences amongst Staff and Students at the University;
- To confer any honorary title of the University upon any individual (with his or her consent); and
- To exercise any powers of the institution which are not reserved to a general meeting or to the Members under restricted business.

The University has had the power to award taught degrees since in 2006. This power is **delegated to the Academic Board**.

The *Articles* set out the Board's responsibilities. In accordance with the *CUC Code* and the *Articles*, the Board has adopted and published the following *Statement of Primary Responsibilities* which expands upon the responsibilities of the Board set out in the *Articles*.

The *Statement of Primary Responsibilities* says that the **Board of Governors is responsible for:**

1. To approve the Catholic mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.
2. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.
3. To delegate authority to the head of the institution, as chief executive, for the academic, corporate, financial, estate and human resource management of the institution. And to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution.
4. To 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 for managing conflicts of interest.
5. To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
6. To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
7. To safeguard the good name and values of the institution.
8. To appoint the head of the institution as chief executive, and to put in place suitable arrangements for monitoring his/her performance.
9. To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.

10. To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.
11. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution's assets, property and estate.
12. 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.
13. To receive assurance that adequate provision has been made for the general welfare of students.
14. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
15. To ensure that the institution's constitution is followed at all times and that appropriate advice is available to enable this to happen.

This *Scheme of Delegation* additionally highlights how the Board discharges those responsibilities through its own or delegated powers.

2.2 Requirements of HEFCE

In the *Memorandum of assurance and accountability* **HEFCE requires** governing bodies to discharge the obligations imposed on them by institutions' constitutions, emphasizing that governing bodies must:

Has a robust and comprehensive system of risk management, control and corporate governance. This should include the prevention and detection of corruption, fraud, bribery and irregularities;

Has regular, reliable, timely and adequate information to monitor performance and track the use of public funds;

Plans and manages its activities to remain sustainable and financially viable;

Informs HEFCE of any change in its circumstances which – in the judgement of the accountable officer and in agreement with the governing body – is a material change, including any significant developments that could impact on the mutual interests of the HEI and HEFCE;

Uses public funds for proper purposes and seeks to achieve value for money from public funds.

Delivers its charitable purpose for the public benefit;

Complies with the mandatory requirements relating to audit and financial reporting, set out in the HEFCE Audit Code of Practice and in the annual accounts direction; and

Has due regard to the need to prevent people from being drawn into terrorism.

Sends HEFCE the following:

- i. Annual accountability returns.
- ii. Other information HEFCE may reasonably request to understand the HEI's

risk status.

- iii. Any data requested on HEFCE's behalf by the Higher Education Statistics Agency (HESA).
- iv. Information needed to enable HEFCE to act as principal charity regulator (exempt charities only).

Has effective arrangements for the management and quality assurance of data submitted to HESA, the Student Loans Company, HEFCE and other funding or regulatory bodies.

Has an effective framework – overseen by its senate, academic board or equivalent – to manage the quality of learning and teaching and to maintain academic standards.

Considers HEFCE's assessment of its risk status, engages with HEFCE during the risk assessment process, and takes action to manage or mitigate the risks agreed upon.

2.3 Limitation of delegation

The sections below set out powers and responsibilities that Governors may delegate or have agreed to delegate.

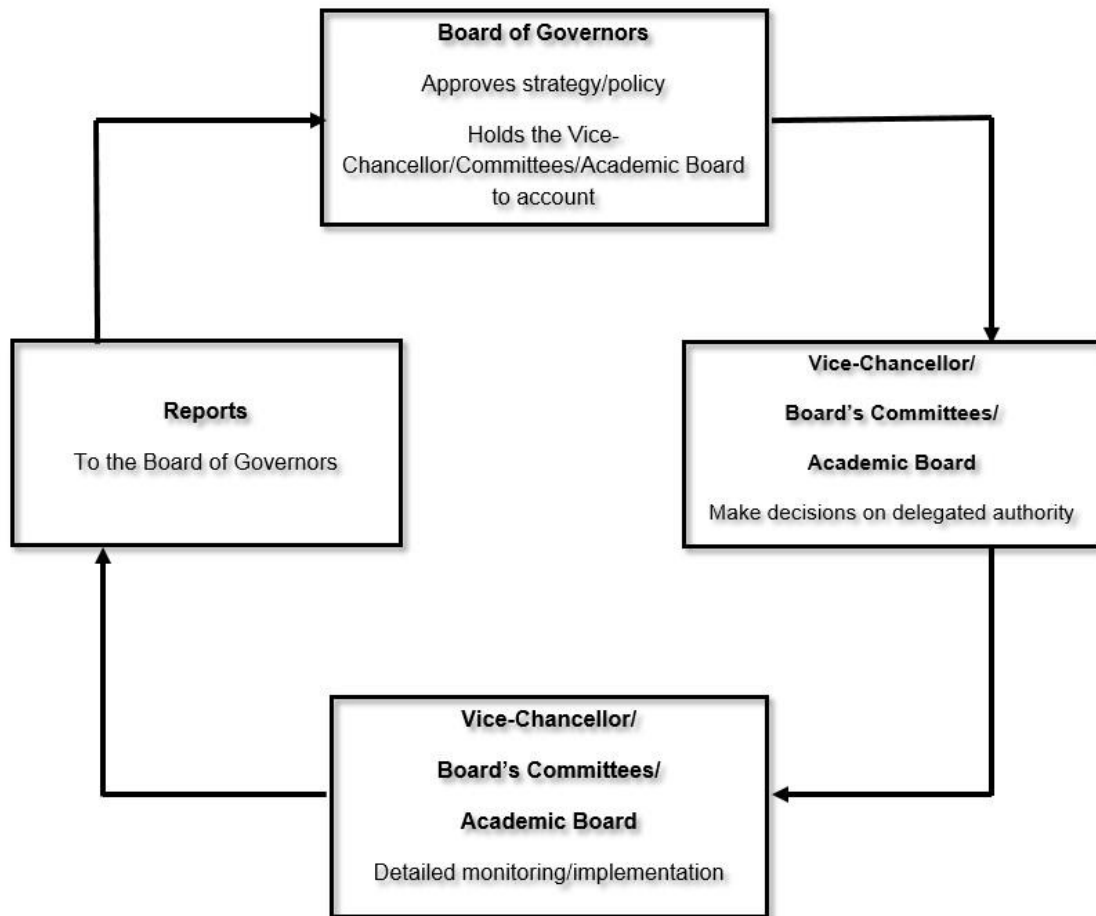
However **Governors may not in any circumstances delegate** the following:

- Safeguarding of the educational character and Catholic mission of the University;
- Approval of the annual estimates of income and expenditure;
- Ensuring the solvency of the University and safeguarding the University's assets; or
- Appointment and dismissal of the Vice-Chancellor or the holders of senior posts

As stated in the HEFCE *Memorandum of assurance and accountability*:

Members of governing bodies of HEIs have a set of legal responsibilities and other duties. Taken together, the responsibilities of members of a governing body and of the governing body as a whole are considerable, and must be met. The governing body of an HEI is collectively responsible and has ultimate responsibility that cannot be delegated for overseeing the HEI's activities, to determine its future direction, and to foster an environment in which the HEI's mission is achieved

2.4 Delegation in outline



3 DELEGATION TO THE VICE-CHANCELLOR

Subject to the responsibilities of the Governors, the Vice-Chancellor is the Chief Executive of the institution and responsible to HEFCE and other bodies for the use of public funds provided to the University. The Vice-Chancellor is the Chief Accountable Officer for HEFCE purposes and must therefore have regard for the requirements of HEFCE as well as the *Articles*.

Under the *Articles* **the Vice-Chancellor is responsible** for the following:

- Making proposals to the Governors about the educational character and mission of the University and for implementing the decisions of the Governors;
- The organisation, direction and management of the University and leadership of the Staff;
- The appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Governing Body, of the pay and conditions of service of Staff other than the holders of senior posts;
- The determination, subject to the responsibilities of the Governing Body, and after consultation with the Academic Board, of the University's academic activities and for the determination of its other activities;
- Preparing annual estimates of income and expenditure for consideration by the Governing Body, and for the management of budget and resources, within the estimates approved by the Governing Body; and
- The maintenance of student discipline and, within the rules and procedures provided for within the *Articles*, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons

Under the HEFCE *Memorandum of assurance and accountability* **the Vice-Chancellor is personally responsible (as the designated 'Accountable Officer')** to the governing body for ensuring compliance with the terms of the *Memorandum of assurance and accountability* and for providing HEFCE with clear assurances to this effect. S/he must ensure compliance with all the requirements of HEFCE of the Governors set out in section 2.2.

4 DELEGATION TO THE ACADEMIC BOARD

4.1 Composition of the Academic Board

The Vice-Chancellor chairs the Academic Board; a Vice-Chair is appointed by the Vice-Chancellor from the members of the Academic Board.

The *Articles* specify the maximum size of the Academic Board and **the Board of Governors approves** the following:

- The composition of the Academic Board
- Arrangements for the election or selection of members of Academic Board

The Academic Board may establish such committees as it considers necessary for purposes enabling it to carry out its responsibilities in the conduct and implementation of academic policies but those committees **must be approved by the Vice-Chancellor and Governors**.

The Academic Board determines the size of its committees and the terms of office for members.

4.2 Responsibilities of the Academic Board

The Academic Board is formally responsible for the following, subject to the provisions of the *Articles*, to the overall responsibilities of the Governors, to the responsibilities of the Vice-Chancellor and to the requirements of validating and accrediting bodies (where relevant):

- General issues relating to the research, scholarship, knowledge exchange, teaching and courses at the University (including criteria for the admission of students);
- The appointment and removal of internal and external examiners;
- Policies and procedures for assessment and examination of the academic performance of students;
- The content of the curriculum;
- Academic standards and the validation and review of courses;
- The procedures for the award of qualifications and the conferment of academic titles
- The procedures for the exclusion of students for academic reasons;
- The procedures for student discipline and complaint;
- Considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice-Chancellor and the Governing Body thereon;
- Advising on such other matters as the Governing Body or the Vice-Chancellor may refer to the Academic Board

The HEFCE Memorandum of assurance and accountability requires governing bodies to ensure that there is an effective framework **overseen by the Academic Board** to manage the quality of learning and teaching and to maintain academic standards.

Following the granting of Taught Degree Awarding Powers to the University the power is **delegated to the Academic Board**.

The Board of Governors has approved formal Terms of Reference for the Academic Board which is published on the [governance pages of the University website](#). The *Regulations* also

give more detail, also on the [governance pages of the University website](#).

The Academic Board works closely with the Governors' Academic Scrutiny Committee to provide assurance on the overall student academic experience and student outcomes, the outcomes of continuous improvement activity relating to learning and teaching, and on the maintenance of the standards of awards. The Terms of Reference of the Academic Scrutiny Committee is on the [governance pages of the University website](#).

5 DELEGATION OF INVESTMENT MANAGEMENT

Under the powers of the institution sets out in the Articles, the **Governing Body may delegate** the management of investments to a 'financial expert' on such terms as the Governors consider appropriate.

6 GENERAL ABILITY TO DELEGATE TO COMMITTEES OF THE BOARD

Governors may delegate with certain limitations (2.3 above) any of their functions to committees consisting of two or more individuals appointed by them. In accordance with the *Articles* the Board is required to establish the following committees:

- An audit committee
- A nominations committee
- A remuneration committee

HEFCE and CUC also require the establishment of an Audit Committee as part of the *Memorandum of assurance and accountability* and the *CUC Code*, both of which underline the importance of that Committee and set out its responsibilities.

The next section outlines the terms of reference for the Board's committees with delegated powers where agreed.

7 THE BOARD'S COMMITTEES

The Board of Governors has established the following committees:

- Academic Scrutiny Committee
- Audit Committee
- Finance and Resources Committee
- Nominations and Governance Committee
- Remuneration Committee

The agreed Terms of Reference are published on the [governance pages of the University website](#); the Terms of Reference include those delegated powers for the various committees.

As noted in section 6 above, the University is **required** to have an Audit Committee in accordance with the Articles and as required by HEFCE for the grant of public funds.

HEFCE requires the Audit Committee to produce an annual report for the governing body and the Chief Accountable Officer (the Vice-Chancellor) which must include the Audit Committee's conclusions on the adequacy and effectiveness of:

- The institution's risk management, control and governance arrangements
- Arrangements for promoting economy, efficiency and effectiveness
- Arrangements for the management and quality assurance of data submitted to the Higher Education Statistics Agency, HEFCE, SLC and other funding bodies

HEFCE requires that members of the Audit Committee may not have executive authority or be members of an institution's finance committee, unless the institution's governing body has made a clear decision to allow one audit committee member to sit on both.

8 DELEGATION OF AUTHORITY OF A COMMITTEE TO CHAIR

There may be limited occasions when a committee delegates authority to its Chair, a senior officer or exceptionally a member to act between meetings. Such occasions may typically occur when:

- Business is unfinished for lack of information but for which a clear steer is given for when the information becomes available
- Further discussion or clarification is required on matters of detail, policy or process
- Business is approved by the committee subject to certain conditions being met

Use of delegated authority under such circumstances should be limited. The minutes of the committee will clearly record the circumstances under which authority is delegated, to whom authority to act is delegated and any budgetary or time constraints which apply to the delegation.

The action taken should be reported back to the committee on completion or at the next meeting of the committee.

9 DELEGATION OF FINANCIAL AND LEGAL AUTHORITY

The *Regulations* set out the agreed arrangements for the delegation of financial and legal authority; the *Regulations* are published on the [governance pages of the University website](#).