

BOARD OF GOVERNORS

SCHEME OF DELEGATION AND KEY DECISION-MAKING

1. Introduction

- 1.1 The purpose of this document is to define the responsibilities of the Board of Governors, the Board's Committees, the Academic Board, the Vice-Chancellor, the Executive and the Senior Staff in fulfilling the University's Articles of Government and the Board's Statement of Primary Responsibilities.
- 1.2 With certain restrictions, the Board is able to delegate or allocate its powers, authority and functions to its Committees, the Academic Board and the Vice-Chancellor. However, the Board of Governors is ultimately accountable and responsible for the actions and decisions made by the bodies or individuals it delegates to. Therefore, this Scheme of Delegation is also designed to ensure that the delegation of the Board's powers is clearly articulated within clear lines of accountability and responsibility.
- 1.3 The Vice-Chancellor may choose to discharge some of their responsibilities in consultation with the Executive¹ and/or Academic Board and/or to delegate them to holders of senior posts (as defined in the Articles of Government and determined by the Board of Governors²) or other senior staff. The Vice-Chancellor is able to change the internal mechanisms in place from time to time for discharging their delegated authority without further reference to the Board. The Vice-Chancellor remains ultimately accountable and responsible for the actions and decisions made by the bodies or individuals they delegate to.
- 1.4 The Clerk to the Board of Governors is accountable and responsible directly to the Board for certain activities. These are articulated in this Scheme of Delegation.
- 1.5 The Senior Staff may choose to delegate some of their day-to-day responsibilities to other members of staff in the University in accordance with the Financial Regulations and other internal procedures. However, they too remain accountable and responsible for

¹ The Vice-Chancellor's Executive.

² The Vice-Chancellor, the Clerk to the Board of Governors, DVC and Provost, the DVC and Registrar, and the Chief Financial Officer.

the responsibilities delegated to them in this Scheme. The financial limits in this Scheme are further articulated in the Financial Regulations.

- 1.6 This Scheme of Delegation only covers responsibilities flowing directly from the Articles of Government and the Board's Statement of Primary Responsibilities. Other responsibilities will be set out in individual committees' terms of reference and in individual job descriptions.

2. Key Principles

- 2.1 The Scheme of Delegation has been prepared with reference to the University's governing documents (the Instrument and Articles of Government), which constitute the overriding authority should any future contradiction between the Scheme and the governing documents arise.
- 2.2 Where the Board of Governors or any other primary authority has chosen to delegate the approval and execution of a decision or process, they must retain the ultimate accountability and corporate responsibility for that decision or process.
- 2.3 The Nominations and Governance Committee will review the Scheme of Delegation on an annual basis.
- 2.4 It is expected that the final and delegated authorities specified in the Scheme exercise appropriate judgement in the implementation of decision-making processes. In instances which necessitate further guidance, the Clerk to the Board of Governors shall provide definitive advice on the interpretation of the Scheme.
- 2.5 Unless otherwise stated, or defined in the University's governing documents, it should be assumed that the Board reserves the right of authorisation in areas where it has ultimate responsibility.
- 2.6 Academic Board is the senior academic governance body at the University. It has delegated authority from the Board of Governors for academic regulation and assurance. It also has responsibility for matters of student discipline.
- 2.7 The Vice-Chancellor is the academic leader and principal academic and administrative officer of the University and, by virtue of this appointment, has the power to make certain decisions on behalf of the University, both in this role and in their capacity as the Chair of Academic Board. Such decisions will be reported to the Board of Governors and Academic Board, as appropriate.
- 2.8 Where delegated power exists, it is imperative that the officer or senior manager to whom authority has been delegated ensures that appropriate frameworks and procedures are in place within their area of responsibility before delegating further. Any further

delegation of responsibility must also be subject to and informed by overarching standard University procedures for financial transactions and policy matters.

- 2.9 In the event of a major incident or crisis, it is recognised that decisions may need to be made by exception outside of normal practices. In such circumstances, the Board will delegate authority to the Vice-Chancellor supported by the Vice-Chancellor's Executive (VCE) for urgent operational decisions. All such decisions made under delegated authority will be reported to the subsequent meeting of the Board for scrutiny. For matters of urgency that do not constitute an immediate crisis a meeting of the Emergency Committee can be convened on the recommendation of the Vice-Chancellor with approval of the Chair of the Board.

3. Responsibilities of the Board of Governors

- 3.1 Board responsibilities which cannot be delegated (see Schedule 3 of the Articles)

3.1.1	The determination of the educational character and mission of the University and for oversight of its activities.
3.1.2	The effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets.
3.1.3	Approving annual estimates of income and expenditure.
3.1.4	The appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts.
3.1.5	Setting a framework for the pay and conditions of service of all other staff.

- 3.2 For details of financial delegations, see the University's Financial Regulations and the terms of reference of the Finance, Estates and IT Committee on the [Governance webpage](#).
- 3.3 The Board of Governors also has a Board Assurance Framework in place and should be referenced alongside this Scheme.

4. Statement of Primary Responsibilities

Responsibility		Able to be delegated?	Approving Authority	Recommending Committee	Advising staff member
4.1	To agree the mission, strategic vision and values of the University with the Executive.	No	Board of Governors	Vice-Chancellor's Executive (VCE) Academic Board	VCE Members as appropriate Clerk to the Board
4.2	To agree long-term academic and business plans and key performance indicators and ensure these meet the interests of stakeholders, especially staff, students and alumni.	No	Board of Governors Academic Board	Finance, Estates and IT People, Culture, Quality and Standards Academic Board as appropriate	VCE Members as appropriate
4.3	To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the Strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.	No	Board of Governors	Finance, Estates and IT People, Culture, Quality and Standards Academic Board	VCE Members as appropriate
4.4	To delegate to the Head of the Institution (HoI) 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 HoI.	No	Board of Governors Academic Board	Finance, Estates and IT People, Culture, Quality and Standards Academic Board	VCE Members as appropriate

Responsibility		Able to be delegated?	Approving Authority	Recommending Committee	Advising staff member
4.5	To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and managing conflicts of interest.	Yes	Audit, Risk and Assurance Finance, Estates and IT People, Culture, Quality and Standards Ethics and Integrity	Vice-Chancellor's Executive (VCE)	Chief Financial Officer Clerk to the Board
4.6	To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.	Yes	Nominations and Governance	N/A	Clerk to the Board
4.7	To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.	Yes	Nominations and Governance	N/A	Clerk to the Board
4.8	To safeguard the good name and values of the institution.	No			Vice-Chancellor Clerk to the Board
4.9	To appoint the HoI and Chief Executive and to put in place suitable arrangements for monitoring their performance.	No	Board of Governors	REMCO Specially constituted committee	Chair of Governors Vice-Chancellor
4.10	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.	No	Board of Governors	REMCO Specially constituted committee	Chair of Governors Vice-Chancellor
4.11	To be the employing authority for all staff in the institution and to be accountable for ensuring that an appropriate human resources strategy is established.	No	Board of Governors	Vice-Chancellor's Executive (VCE) People, Culture, Quality and Standards	Vice-Chancellor Chief People Officer

Responsibility		Able to be delegated?	Approving Authority	Recommending Committee	Advising staff member
4.12	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 accountability for the institution's assets, property and estate.	No	Board of Governors	Finance, Estates and IT	Vice-Chancellor Chief Financial Officer
4.13	To be the institution's legal authority and as such, to ensure 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. This includes accountability for health, safety and security and for equality, diversity and inclusion.	No	Board of Governors	Audit, Risk and Assurance Finance, Estates and IT People, Culture, Quality and Standards	Clerk to the Board, supported by General Counsel
4.14	To receive assurance that adequate provision has been made for the general welfare of students.	No	Board of Governors	People, Culture, Quality and Standards Academic Board	Deputy Vice-Chancellor and Registrar
4.15	To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.	No	Finance, Estates and IT	Vice-Chancellor's Executive (VCE)	Chief Financial Officer
4.16	To ensure that the institution's Instrument and Articles are always followed, and that appropriate advice is available to enable this to happen.	No	Nominations and Governance	N/A	Clerk to the Board
4.17	To promote a culture which supports inclusivity and diversity across the institution.	No	Board of Governors	People, Culture, Quality and Standards Academic Board	Chief People Officer

Responsibility		Able to be delegated?	Approving Authority	Recommending Committee	Advising staff member
4.18	To maintain, protect and promote the principles of academic freedom and freedom of speech legislation.	No	Board of Governors	Academic Board Ethics and Integrity	Vice-Chancellor Clerk to the Board
4.19	To ensure that all students and staff have opportunities to engage with the governance and management of the institution.	Yes	Nominations and Governance	Academic Board	Clerk to the Board

5. Allocation of other responsibilities

CORPORATE RESPONSIBILITIES LISTED IN THE ARTICLES					
Responsibility		Able to be delegated?	Approving Authority	Recommending Committee	Advising staff member
Appointment and dismissal of the Vice-Chancellor <i>Articles 3(i) and 5(3)</i>		No	Board of Governors	Remuneration Specially constituted committee	Chair of Governors
Varying or revoking of the Articles <i>Article 5(3)</i>		No	Board of Governors	Nominations and Governance	Clerk to the Governors
Appointment of members of the Board of Governors <i>Article 7</i>		No	Board of Governors	Nominations and Governance	Clerk to the Governors
Appointment of the Clerk to the Board of Governors <i>Article 6</i>		No	Board of Governors	Remuneration Specially constituted committee	Chair of Governors, Vice-Chancellor
Students' Union Constitution <i>Article 13</i>		No	Board of Governors	UWESU Board of Trustees	UWESU Chief Executive

Effective and efficient use of resources <i>Article 3</i>	No	Board of Governors	Finance, Estates and IT People, Culture, Quality and Standards	Chief Financial Officer/ Vice-Chancellor
Determination of holders of senior posts <i>Article 3</i>	Yes	Board of Governors	Remuneration	Vice-Chancellor
Appointment of the holders of senior posts, other than the Vice-Chancellor and the Clerk <i>Article 3</i>	Yes	Board of Governors	Remuneration	Vice-Chancellor
Grading and determination of the pay and conditions of the holders of senior posts <i>Article 3</i>	Yes	Board of Governors	Remuneration	Vice-Chancellor
Assignment and appraisal of the holders of senior posts <i>Article 3</i>	Yes	Remuneration	N/A	Vice-Chancellor
Suspension of holders of senior posts <i>Article 3</i>	Yes	Remuneration	N/A	Vice-Chancellor Chair of Governors
Oversight of systems and procedures for securing the use of resources, solvency of the institution and safeguarding its assets <i>Article 3</i>	Yes	Audit, Risk and Assurance	Audit, Risk and Assurance	Chief Financial Officer
ACADEMIC RESPONSIBILITIES LISTED IN THE ARTICLES				
Determine the tuition and other fees payable <i>Article 14</i>	Yes	Vice-Chancellor's Executive		Chief Financial Officer
Policies relating to: <ul style="list-style-type: none"> • Student representation • Student conduct and discipline • Student complaints • Academic appeals. <i>Article 13(2)</i>	Yes	Academic Board (delegated authority)	Learning, Teaching and Student Experience	Academic Registrar

Determination of procedures for the expulsion of a student for an unsatisfactory standard of work or other academic reason. <i>Article 13(3),(4)</i>	Yes	Academic Board (delegated authority)	Learning, Teaching and Student Experience	Academic Registrar
Academic integrity <i>Article 3(ii)</i>	Yes	Academic Board	Academic Board	Deputy Vice-Chancellor and Provost
Academic freedom <i>Article 10(2)</i>	Yes	Board of Governors	Academic Board	Clerk to the Governors
Compliance with external guidance on academic matters <i>Article 3(ii)</i>	Yes	Academic Board	N/A	Academic Registrar
Academic procedures <i>Article 3(ii)</i>	Yes	Academic Board	Learning, Teaching and Student Experience	Academic Registrar

Further notes

- 1 The Board of Governors, in March 1998, ratified the practice whereby the Chair, on the recommendation of the Vice-Chancellor, may exercise between meetings such powers of the Board of Governors as may be delegated.
- 2 There are also a considerable number of very specific delegations, from time to time, of a non-recurrent nature, authorised by individual minutes of the Board of Governors and its committees. These are recorded in the actions log at the foot of the minutes and progress reported at the next or a future meeting.
- 3 The University's internal Financial Regulations include
 - a) Prohibition against the purchase, lease or rent of land or building or fixed plant without authority from the Board of Governors, and with reference to OfS requirements where exchequer-funded assets or exchequer funds are involved.
 - b) Prohibition against the disposal of land or buildings without the authority of the Board of Governors. OfS consent may also be required if exchequer funds were involved in the acquisition of the asset.
 - c) Restrictions on the exercise of delegated powers by University officials.