

Board Meeting

Date of Meeting	Monday 29 October 2018
Paper Title	GCRB Scheme of Delegation
Agenda Item	14
Paper Number	BM1-N
Responsible Officer	Board Secretary
Status	Disclosable
Action	For Approval

1. Report Purpose

- 1.1 To review the GCRB scheme of delegation in relation to the model scheme developed for the college sector and, where appropriate, align the GCRB scheme to the model.

2. Recommendations

- 2.1. The Board is invited to:

- **consider** and, if appropriate, **approve** proposed revisions to the scheme.

3. Background

- 3.1 The Board is required to have a scheme of delegation. The Code of Good Governance sets requirements out as follows.

C.8 The board may delegate responsibilities to committees for the effective conduct of board business. As a minimum the committees required are Audit, Remuneration, Finance and Nominations/Appointments. Delegation of responsibilities from and matters reserved to the board and its committees must be set out in a scheme of delegation including the functions delegated by the board to the chair, committees, the principal and the board secretary (and any other member of staff). Incorporated college boards and regional boards have no powers to delegate functions to an individual board member (except the chair who has no authority to act outwith their delegated powers).

- 3.2 The Good Governance Steering Group (a body including representatives from the sector, Colleges Scotland, staff and student unions, the SFC and Scottish Government), agreed a model scheme for regional colleges and principles underpinning the scheme in 2017.
- 3.3 GCRB has in place a scheme that was developed during the secondment of an SFC officer as interim Chief Officer, which is consistent with the SFC's and GCRB's role as a funding body. GCRB, however, has other functions as a Regional Board and Regional Strategic Body and must, like regional colleges and unlike the SFC, comply with the Code of Good Governance for Scotland's Colleges.

- 3.4** On that basis, it is proposed that GCRB's Scheme of Delegation should retain those elements of its current scheme that refer to its role as a funding body but incorporate new elements from the model scheme to ensure that the Scheme properly reflects its authority and the delegation of that authority.
- 3.5** In the draft revised Scheme of Delegation, attached at Annex A, new/revised sections which have been incorporated from the Model Scheme (adapted where necessary) are highlighted in blue.
- 3.6** The Scheme of Delegation refers to committee terms of reference, which set out in detail delegations to individual committees. Suggested revisions to those are not included in this report. It is proposed that, as a second stage to this review process, each committee should consider delegations to it during its annual review process (November/December 2018) and make any recommendations to the Board in January 2019.

4. Risk Analysis

- 4.1** The proposed revisions to the Scheme of Delegation, in seeking to reflect the Board's powers and duties more fully in its scheme of delegation are intended to mitigate Risk 0012: There is a breach of legislation/ guidance/code of practice and this results in a failure of governance.

5. Legal Implications

- 5.1.** There are no new legal implications associated with this report.

6. Resource Implications

- 6.1.** There are no new resource implications associated with this report.

7. Equalities Implications

- 7.1** No equalities implications have been identified in relation to this report.

8. Strategic Implications

- 8.1** This report is not directly relevant to the Regional Outcome Agreement, however, robust governance arrangements are the essential to the effective determination and delivery of GCRB objectives.

DRAFT Revised GCRB Scheme of Delegation

Introduction

In accordance with paragraph 16 of Schedule 2B to the Further and Higher Education (Scotland) Act 2005¹ (the 2005 Act), the Board may authorise the chairing member, any of its committees or any of its employees to exercise such functions to such extent as it may determine.

In accordance with paragraph C.8 of the Code of Good Governance for Scotland's Colleges ("the Code") delegation of responsibilities from, and matters reserved to, the Board and its Committee must be clarified through a Scheme of Delegation including the functions delegated by the Board to the Chair, Committees, the Principal and the Board Secretary.

This Scheme of Delegation must be approved by the Board before it comes into effect, and any subsequent amendments must also be approved by the Board.

All delegations must be exercised in accordance with the law and having regard to any lawful direction or guidance subsequently issued by the Scottish Funding Council (SFC).

Where the Board has delegated responsibility it reserves the power to deal itself with the responsibility delegated, or to withdraw or amend the delegation. Exercise by a delegate of a delegated responsibility has effect as if it had been exercised by the Board itself.

Suggest delete - Compliance with the terms of the Scheme of Delegation is mandatory upon delegates. Breaches may lead to withdrawal of delegations and/or imposition of sanctions. + note financial delegation to ED should be amended in this report and an explanatory paragraph provided

1. Authority Reserved to the Board

While initial discussion or consideration may be undertaken by Committees or individuals, the Board reserves the authority to make decisions on the following matters to itself:

- 1.1 determining the objectives of the Board
- 1.2 final approval of the Strategic Plan and Regional Outcome Agreement
- 1.3 approval of the year-end Annual Report and Accounts
- 1.4 approval of the Annual Budget
- 1.5 final consideration of the Annual Audit Report
- 1.6 approval of the Strategic Risk Register
- 1.7 acquisition and disposal of heritable property, subject to approval of the Scottish Funding Council
- 1.8 appointment of its Board members, in accordance with the relevant legislation and guidance

¹ This section is amended from the model scheme to reflect the equivalent legislation for Regional Boards.

- 1.9 appointment and removal of the Executive Director
- 1.10 appointment and removal of the Board Secretary (in accordance with paragraph D.13 of the Code)
- 1.11 approval of terms and conditions of appointment of Board members
- 1.12 delegation of functions of the Board including remits of Committees and this Scheme of Delegation
- 1.13 the making, amendment and revocation of the Standing Orders of the Board.

2. Delegation to Committees

- 2.1 In accordance with paragraph 12 of Schedule 2B to the 2005 Act, the Board may establish Committees for any purpose and any such Committee may appoint Sub Committees.
- 2.2 In accordance with paragraph C.8 of the Code, GCRB has established the following committees:
 - Audit Committee
 - Nominations & Remuneration Committee
 - Performance & Resources Committee
- 2.3 Each Committee has clearly defined terms of reference, approved by the Board, setting out its duties and responsibilities delegated. Any amendments to Committee terms of reference must be approved by the Board before they are implemented.
- 2.4 The Board may delegate to a specific Committee functions not detailed in that Committee's terms of reference. Any such delegations shall be clearly detailed within the minutes of the appropriate meeting of the Board.
- 2.5 The Board reserves the right to review the Committees it has in place and the authority delegated to them as and when it deems it appropriate to do so.
- 2.6 The minutes of each Committee meeting will be presented to the Board for information at the next appropriate meeting. In addition, the Committee Chair shall give an update to the Board on key issues within the Committee's terms of reference when requested to do so.

3. Delegation to Chair of the Board

- 3.1 The Chair must abide by the terms and conditions of their appointment in leading the Board and ensuring its effectiveness, and in exercising any delegated authority.
- 3.2 The Chair will report to the Board, where appropriate, their use of delegated authority under Chair's Business which is a standing item on the Board's agenda.
- 3.3 The Chair has delegated authority to:
 - 3.4 exercise judgement in the event of a need for an urgent decision during the period between Board meetings, such that:

- an extraordinary Board meeting is called in the case of material decisions;
 - a proposal is circulated and a decision is approved by email (in accordance with the Board Regulations) and is thereafter homologated at the next Board meeting.
- 3.5 on behalf of the Board, sign and date the Annual Report and Accounts, after Board approval, and other documents as may be required.
- 3.6 represent the Board within the College Region and externally, including participation in appropriate external committees.
- 3.7 issue communications on behalf of the Board in whatever form is appropriate.
- 3.8 incur, within agreed budgetary limits, expenditure to meet the expenses of the office of Chair of the Board and the provision of reasonable hospitality to representatives of other organisations.
- 3.9 attend any meeting of a Committee of the Board as an observer (if not a full member of the Committee).
- 3.10 ensure each Board member participates in an annual development meeting.
- 3.11 monitor, review and record the Executive Director's performance at least annually against performance measures agreed in accordance with a process agreed by the Board.
- 3.12 monitor, review and record the Board Secretary's performance at least annually against performance measures agreed in accordance with a process agreed by the Board.
- 3.13 initiate action further to a decision of the Board to take disciplinary action against, or suspend, the Executive Director or Board Secretary.
- 3.14 initiate action further to a decision of the Board to appoint a new Executive Director or Board Secretary.
- 3.15 approve the Executive Director's absence in accordance with the relevant GCRB policies.
- 3.16 authorise the Executive Director to make visits outwith the UK on GCRB or GCRB-related business, subject to GCRB's approved policies on business travel and expenses.
- 3.17 sign off the expenses claims of the Executive Director and Board Members.

4. Delegation to the Executive Director

- 4.1 The functions listed below are delegated to the Executive Director, who may, in the exercise of their responsibilities and duties as Executive Director, delegate particular functions to other members of staff while retaining responsibility to the Board for the exercise of these functions.
- 4.2 Delegations to the Executive Director (and, by consequence, to other members of staff) are subject always to:
- compliance with all current legislation, regulation, direction and guidance to which GCRB is subject;
 - compliance with GCRB's current policies, procedures, and financial regulations; and

- appropriate provision having been made by the Board for financial outlays, and funding and other resources being available.

4.3 Financial delegations

4.4 Authority to commit funds, within agreed budgets, as follows:

Sum	Decided by
Up to £20,000	Executive Director
£20,001 - £50,000	Executive Director and Board Chair
Above £50,000	Board

4.5 Authority to vary budgets or initiate expenditure within limits specifically established by Board.

4.6 Unless specifically determined under paragraphs 4.4 and 4.5 above:

4.7 Revision of individual budgets for any one year up to a limit of £10,000 or 5%, whichever is the higher.

4.8 Acquisition and disposal of property and equipment, subject to the limits set out in paragraphs 4.4 and 4.5 above.

4.9 Varying planned monthly payments to assigned colleges within the total for the grant year.

4.10 For grant schemes covering more than one year, varying the timing of grant payments across years.

4.11 Accepting ring-fenced offers of grant from Government, Scottish Funding Council and other public bodies and setting up the appropriate budgets, unless a circumstance arises in which the Executive Director considers such an offer might not be an appropriate exercise of the other organisation's powers, in which case it will be referred to the Board.

4.12 The Board may agree an annual budget for the Executive Director to spend at his/her discretion in pursuit of Board objectives. The use of funds from this budget will be based on the following principles:

- that the expenditure supports activities relating to the Board's aims and objectives; and
- that the expenditure does not readily fit into any other of the budgets determined by the Board.

5. Other delegation

5.1 The Executive Director shall be responsible for the operational management of GCRB subject to policy and strategic direction by the Board. Without limiting that general delegation, but operating within the above financial limits, the Executive Director is authorised:

5.2 to implement decisions taken by Board;

5.3 with the Board Secretary, to keep proper records and minutes of the Board and associated

- committee proceedings;
- 5.4 to make available, for inspection at GCRB and on GCRB's website, copies of the agenda, draft minutes and agreed minutes of any meeting of the Board or any committee and also of any report or other document considered by such a meeting, in accordance with GCRB's Freedom of Information Policy and Publication Schedule;
 - 5.5 to provide advice to the Scottish Funding Council or Scottish Government;
 - 5.6 to respond on behalf of the Board to consultative documents which may from time to time be sent to GCRB by the Scottish Government, SFC or other external agencies;
 - 5.7 to be accountable for the operational effectiveness of GCRB management;
 - 5.8 to appoint staff (consistent with the current organisational structure approved by the Board or relevant Board committee);
 - 5.9 to review annually the performance of members of GCRB's management against predetermined targets;
 - 5.10 to prepare the job descriptions and specifications of GCRB staff and review and modify these to meet the perceived needs of GCRB;
 - 5.11 to supervise, manage, deploy and support staff within GCRB;
 - 5.12 to oversee the implementation of GCRB's procedures to ensure that all staff are in membership of Disclosure Scotland's Protection of Vulnerable Groups Scheme;
 - 5.13 to determine his/her own pattern of annual leave within the conditions of service which apply, for the time being to his/her post, subject to details being provided for information and approval to the Chair of the Board;
 - 5.14 to maintain an effective risk management process;
 - 5.15 to undertake periodic risk assessments and to take out any necessary insurance to protect the interests of GCRB and the Board;
 - 5.16 to manage the pay remit and salary negotiation process within the strategies endorsed by the Board or relevant Board committee;
 - 5.17 to authorise the absence of any member of staff of GCRB in accordance with the relevant GCRB policies;
 - 5.18 to authorise the appointment of staff of GCRB, within the agreed budget approved by the Board, in circumstances where the power to appoint has not been delegated to a Committee or is not reserved to the Board;
 - 5.19 to take disciplinary action against staff of GCRB up to and including dismissal subject to complying with the disciplinary procedures laid down by the Board;
 - 5.20 to engage the services of outside persons, consultants, firms or organisations where it is necessary to carry out the functions of the Board, in cases where the authority to engage such services is not delegated to a Committee or is not reserved to the Board;

- 5.21 to arrange programmes of in-service training and professional development for both staff and members of the Board;
- 5.22 to exercise any discretionary powers available in the implementation of contractual conditions of service in relation to all staff;
- 5.23 to approve the secondment of staff of GCRB to external agencies where the total cost for the secondment is recoverable and to approve the appointment, where necessary, of a temporary replacement for the duration of the secondment;
- 5.24 to sanction the payment of overtime allowances in exceptional circumstances above the salary level at which the Board have determined the normal entitlement to overtime will cease;
- 5.25 to open Board bank accounts and making and altering the necessary arrangements for signatories for authorisation of payments;
- 5.26 to sign cheques in accordance with the provisions for cheque signatories;
- 5.27 to make approvals required under the *Financial Memorandum* between the Board and the assigned colleges;
- 5.28 to delegate authority to the [GCRB Finance and Resources Director](#) to exercise the Executive Director's authority as Executive Director during periods when the Executive Director is unavailable to conduct GCRB business;
- 5.29 to delegate elements of the Executive Director's authority to other members of GCRB staff, within a defined scheme of management delegation.
- 5.30 if he or she considers it would be in the interests of GCRB or Board to do so, to approve the provision of reasonable hospitality to representatives of other organisations, members of staff of GCRB, guests of or visitors to GCRB, or others;
- 5.31 to make visits and to authorise members of staff of GCRB to make visits as representatives of GCRB (visits involving travel outwith the UK require the agreement of the Chair);
- 5.32 to take out membership of and to attend meetings of appropriate outside bodies and professional associations where it is compatible with the duties of the Executive Director and also in the interests of GCRB to do so;
- 5.33 to authorise the issue of press releases for publication and broadcasting on behalf of GCRB;
- 5.34 to authorise the commercial publication of any document on behalf of GCRB;
- 5.35 to allocate and apportion accommodation within GCRB's premises;
- 5.36 to grant use of GCRB accommodation to outside bodies or person for the purposes of holding meetings and functions on such terms and conditions as are reasonable in the circumstances;
- 5.37 to draw up specifications for, and to seek, tenders for the supply of goods and services to GCRB in accordance with GCRB's approved procurement procedures;
- 5.38 to open tenders for the supply of goods and services according to GCRB's relevant procedures;

- 5.39 to arrange for any necessary alterations or adaptations to GCRB property and to enter into contracts and to incur capital expenditure for any amounts within approved delegated limits and provided that the alteration or adaptation does not effect any material change in the character of GCRB, and subject to tender procedures;
- 5.40 to apply to the appropriate authority for any necessary statutory consents;
- 5.41 where it is competent and in the interests of GCRB to do so, to lodge with the appropriate authority, objections to the grant of any permission, licence, warrant etc;
- 5.42 to determine and control the standard of furniture, furnishings and equipment within GCRB;
- 5.43 to grant any wayleave or servitude over heritable property of the Board on such terms as may be appropriate;
- 5.44 after all necessary approvals have been obtained, to sign and enter into contracts for the supply of goods and services (whether bought, leased, hired or otherwise acquired) to GCRB on behalf of the Board, or to authorise another to enter such contracts, all within the approved delegated limits;
- 5.45 when it is judged to be in the interests of the Board to do so, to terminate contracts or to authorise the termination of contracts except in cases where the contracts have been specifically approved by the Board;
- 5.46 to check the financial standing of potential suppliers and clients;
- 5.47 to write off and dispose of equipment which is judged to be surplus to requirements, unserviceable or unrepairable up to the approved delegated limits;
- 5.48 to raise funds for and apply them to any of the activities which the Board have power to undertake and have approved;
- 5.49 to monitor and manage any budgets for which he/she is designated budget holder;
- 5.50 to settle within delegated financial limits and without reference to the Board, claims made against the Board where there is no insurance and, whether or not a Court or Tribunal action has been raised, subject to any necessary approvals being obtained when Treasury Indemnity or other guidance from the SFC applies, such arrangements to be routinely reported for information to the Board;
- 5.51 to make arrangements with insurance companies concerning the settlement of claims;
- 5.52 on receipt of valid claims, to authorise the payment to members of the Board or members of the Board's committees such allowances and expenses as the Board may have determined after taking cognisance of guidance issued by the SFC;
- 5.53 to facilitate the management of GCRB within the framework determined by the Regional Outcome Agreement, the approved budget and any other policies determined by the Board;
- 5.54 to vire monies from expenditure heads within agreed budgets taking account of and complying with GCRB's financial regulations;
- 5.55 to sign all deeds and other documents binding the Board for all purposes;

- 5.56 to accept gifts of money, other property and services on behalf of GCRB and (in accordance with the Board's policy on the receipt of gifts): and to determine their application;
- 5.57 to sign on behalf of the Board applications for grant assistance from European Structural Funds and other funding bodies;
- 5.58 to give direction, in special circumstances which he/she shall determine, that any member of staff shall not exercise a function [delegated by the Executive Director](#);
- 5.59 to rescind, in the role of Executive Director, any delegation to any nominated officer.

6. Reporting mechanism

- 6.1 The Executive Director will report to the Board on a quarterly basis on the use of delegated authority under paragraphs 4.4, 4.7, 4.8 and 4.12 above, for amounts greater than £10,000.
- 6.2 The Performance & Resources Committee will receive a financial report on GCRB's activities at each meeting.

7. Delegation to the Board Secretary

7.1 The Board Secretary has delegated authority to:

- 7.2 administer, circulate, retain and publish as appropriate the records of all Board and Committee business.
- 7.3 undertake appropriate actions to ensure that the Board is sufficiently informed of its obligations as defined in legislation, the terms and conditions of grant, the Scottish Public Finance Manual, the Code and the Standing Orders.
- 7.4 administer staff elections to the Board and act as returning officer.
- 7.5 act as Standards Officer in accordance with Advice on the Role of a Standards Officer (issued by the Standards Commission for Scotland).
- 7.6 in accordance with the Code, report any unresolved concerns about the governance of a body to the relevant funding body (i.e. the Scottish Funding Council).
- 7.7 In the absence of the Board Secretary, the Board will agree temporary arrangements that can be put in place either by appointing a staff member to fulfil the delegated functions, or by making such other arrangements as may be required.

8. Previous Schemes

- 8.1 This Scheme of Delegation replaces any previous versions as may have been approved by the Board.