



THE HENLEY COLLEGE CORPORATION BOARD

SCHEME OF DELEGATION

JANUARY 2018

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Introduction

1. The purpose of the scheme of delegation is two-fold:
 - (a) to provide the Board with an 'at a glance' framework outlining where it makes decisions and on what issues; and
 - (b) whether it wishes to delegate more decision-making authority to the Principal

Review

2. This document is subject to annual update, review and approval by the Board of Governors to ensure the appropriateness of the delegation of powers and responsibilities.

Role of the Board of Governors

3. The main business of the Board of Governors is to determine the educational character of the College and to ensure its overall well being, success and financial solvency.
4. The educational character of the College includes the broad purpose and strategic direction of the College, the nature of its educational programme, pattern of courses and any special characteristics of its range of subjects, its overall ethos, admissions policy and its relationship to its learners, communities and stakeholders.
5. It is the role of the Governing Body to set the college mission and strategic direction, oversee quality and financial performance, challenge the executive on delivery and hold the Principal to account. There is a clear delineation between the roles of governance (the role of the Board) and management (the role of the Principal).

Delegation

6. The powers and responsibilities of the Board and Principal are defined in the Instrument and Articles of Government for The Henley College.
7. Article 4 explicitly allows for the delegation of Corporation powers to its committees and the Principal:

‘the Corporation may establish committees for any purpose or function other than those assigned in these Articles to the Principal or Clerk’.

Board of Governors

8. There are some powers which the Board of Governors **shall not delegate** (under Article 5):
 - (a) the determination of the educational character and mission of the institution;
 - (b) the approval of the annual estimates of income and expenditure;
 - (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;

- (d) the appointment of the Principal or holder of a senior post;
 - (e) the appointment of the Clerk; and
 - (f) the modification or revocation of the Articles.
9. In addition, the Board of Governors **may not delegate** (under Article 6):
- (a) the consideration of the case for dismissal, and
 - (b) the power to determine an appeal in connection with the dismissal
- of the Principal, the Clerk or the holder of a senior post, **other than** to a committee of members of the Corporation.

10. Further, under the provisions of the Financial Memorandum between the Corporation and the Chief Executive of Skills Funding, 2015/2016:

‘The Governing Body of the College has responsibilities for ensuring that the College’s funds are used only in accordance with the College’s powers as set out in the Further and Higher Education Act 1992 and the College’s own statutory duties and other obligations’ (paragraph 3.1) and ‘the Governing body is responsible for ensuring the solvency of the College...and...for achieving value for money in all transactions involving Public Funds’ (paragraph 3.2). ‘The College is free to spend its funding as it sees fit, providing it fulfils the conditions of funding imposed by the Chief Executive’ (paragraph 6.2).

Principal

11. The **statutory powers and duties** of the Principal are set out in Article 3(2). S/he is responsible for
- (a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
 - (b) the determination of the institution’s academic and other activities;
 - (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources, within the estimates approved by the Corporation;
 - (d) the organisation, direction and management of the institution and leadership of the staff;
 - (e) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk;
 - (f) maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

12. Further, under the Financial Memorandum the Principal is identified as the Accounting Officer and:

‘The Governing Body shall require the accounting officer to take personal responsibility, which shall not be delegated, to assure them that there is compliance with the Financial Memorandum and all other terms and conditions of funding. The accounting officer may be required to appear before the Parliamentary Committee of Public Accounts on matters relating to the College’s use of Public Funds.’

(from paragraph 4.1 of the Skills Funding Agency Financial Memorandum 2015/2016)

13. The following further powers and responsibilities are **delegated** by the Board of Governors to the Principal:

- (a) Informing the Board of Governors, its committees or the Chair as appropriate, of all significant matters, achievements, activities and events related to the work of the College;
- (b) Determining the employment policies of the College;
- (c) Setting a framework for the pay and conditions of service of staff, other than senior postholders or the Clerk;
- (d) Making any rules relating to the conduct of staff, including discipline, grievance, suspension and dismissal procedures;
- (e) Making any rules relating to the conduct of students, including suspension, discipline, academic appeals and complaints procedures;
- (f) Determining all matters relating to the establishment, constitution and conduct of any student body or other social or representative organisation for students;
- (g) Obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (g) Determining the College’s responses and communications to other organisations (including the Educational Skills Funding Agency (ESFA) in accordance with the policies of the Board of Governors;
- (h) Determining the levels of tuition fees and other charges payable to the College and the College’s remitted fee policy.

Note: Under Article 7, the Principal may delegate functions to the holder of any senior post other than:

- a) the management of budget and resources; and
- b) any functions that have been delegated to the Principal by the Corporation.

Clerk

14. The Clerk shall be responsible for the following functions (Article 3(3)):
- (a) advising the Corporation with regard to the operation of its powers;
 - (b) advising the Corporation with regard to procedural matters;
 - (c) advising the Corporation with regard to the conduct of its business; and
 - (d) advising the Corporation with regard to matters of governance practice.

Board of Governors' Committees

15. The Board of Governors has established five committees:
- Audit (required under Article 4)
 - Finance and Resources
 - Governance and Search
 - Quality and Standards
 - Remuneration

TERMS OF REFERENCE OF BOARD OF GOVERNORS' COMMITTEES

NB All Committees to be chaired where possible by a member of the Board of Governors

Finance and Resources Committee

16. Membership (4): Four governors (one member must be the Principal),
(Quorum 2) excluding members of the Audit Committee.
17. The following powers and responsibilities are delegated to the Finance and Resources Committee:
- (a) Monitoring the College's financial performance and solvency, and management effectiveness
 - (b) Recommending the annual estimates of Income & Expenditure and the 2 -year Financial Forecasts to the Board of Governors for approval
 - (c) Recommending the annual Financial Statements to the Board of Governors for approval
 - (d) Determining the College's Financial Regulations and reviewing them annually
 - (e) Monitoring the College's investment, borrowings and cash management
 - (f) Monitoring the College's employment policies and procedures
 - (g) Monitoring the framework for the pay and conditions of service of staff
 - (h) Monitoring the College's capital projects and improvement programme

- (i) Determining all other matters which are not reserved functions of the Corporation under Articles 4, 5, 6 and 7 or which are not delegated to other committees, to the Chair of the Board or to the Principal.
18. The Finance and Resources Committee may also delegate its powers as appropriate to the Chair of the Committee, the Principal or a sub-committee.

Audit Committee

19. Membership (4): Four Governors (excluding the Chair, the Principal and members of Finance & Resources Committee) and one external member.
(Quorum 2)
20. Collectively, members of the Audit Committee should have recent relevant experience in risk management, finance and audit and assurance.
- (a) To assess and provide the governing body with an opinion on the adequacy and effectiveness of the College's
 - audit arrangements,
 - framework of governance,
 - risk management and control,
 - and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
 - (b) To advise the governing body on the appointment, reappointment and dismissal of the external auditor, reporting accountant and other assurance providers, including internal auditors, to establish that all such assurance providers adhere to relevant professional standards and to approve their remuneration and terms of engagement.
 - (c) To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.
 - (d) To monitor and review the effectiveness of the College's internal audit function and to explain how independence and objectivity have been safeguarded.
 - (e) To inform the governing body on the provision of any additional services undertaken by the external auditor, reporting accountant and other audit and assurance providers and to explain how independence and objectivity have been safeguarded.
 - (f) To monitor, within agreed timescales, the implementation of agreed recommendations arising from any reports submitted by providers of audit and assurance services to the College.
 - (g) To produce an annual report for the governing body summarising the Committee's activities and including any significant issues. The report must include the Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness. The report must include the Committee's view of its own effectiveness and how its terms of reference have been fulfilled.
 - (h) To oversee the College's policies on fraud, irregularity and whistleblowing, and to ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and

irregularity; that investigation outcomes are reported to the audit committee; that the external auditors (and internal auditors where appointed) have been informed, and that appropriate follow-up action has been planned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.

- (i) The audit committee must have the authority to investigate any activity within its terms of reference.
- (j) The audit committee must have the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
- (k) The audit committee must not adopt an executive role.

Quality and Standards Committee

- 21. Membership: (8) Nine Governors (including the academic staff governor), the Deputy Principal and the Head of Quality
(Quorum 3)
- 22. To provide assurance to the Board of Governors on the quality of teaching, learning and student outcomes
 - a) To monitor progress against the annual College Quality Improvement plan included in the SAR
 - b) To review and monitor progress against agreed target grades and to report to the Board of Governors
 - c) To monitor student attendance, retention, results (including value added, high grades and success rates) and destinations, and to review against national and other benchmarking data
 - d) To monitor arrangements for ensuring the quality of teaching and learning
 - e) To consider the views of students on teaching, learning, assessment and college life and to monitor actions taken to improve identified areas
 - f) To scrutinise the performance of different groups of learners to ensure equality of outcomes for all groups.

Governance and Search Committee

- 23. Membership (4) Four governors (including the Chair and Principal ex officio)
(Quorum 2)
 - a) The Committee shall be responsible for nominating external candidates for the approval of the Board to fill vacancies on the Board and for determining the process whereby candidates are nominated.
 - b) The Committee shall from time to time consider and make recommendations to the Board on the Board's composition and balance, and on the procedures for appointment to the Board.

- c) The Committee shall develop and recommend to the Board policies and procedures for the induction, training and self-assessment of governors.
- d) The Committee shall keep under review all aspects of Governance such as the link scheme and the effectiveness of Board Committees.
- e) The Committee shall have the power to co-opt the services of such external advisers as they deem necessary to fulfil their responsibilities.
- f) The Chair or Vice-Chair of the Board shall chair the Committee.

Remuneration Committee

- 28. Membership (4): Four Governors (including the Chair of the Board, Chair of Audit and
(Quorum 2) Chair/Vice Chair of Finance & Resources)

To determine the remuneration of holders of senior posts (i.e. the Principal and Deputy Principal) and the Clerk and to report its decisions to the Board of Governors.