



## THE HENLEY COLLEGE CORPORATION BOARD

### SCHEME OF DELEGATION

<b>Author</b>	<b>Clerk</b>		<b>January 2015</b>	
<b>Reviewed &amp; Approved</b>	<b>Governance &amp; Search Committee</b>	<b>Minute Ref</b>	<b>Corporation</b>	<b>Minute Ref</b>
	<b>29 January 2018</b>	<b>2.9</b>	<b>21 March 2018</b>	<b>4.10</b>
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## SCHEME OF DELEGATION

### 1. PURPOSE OF THE SCHEME OF DELEGATION

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

### 2. ROLE OF THE CORPORATION

The Corporation sets the strategic and operational framework within which the Principal will manage the College, and the Corporation will monitor and hold the Senior Management Team to account to achieve the College's Strategic Plan objectives.

The responsibilities of the Corporation are set out in the Articles of Government. Article 3(1) states that the Corporation shall be **responsible** for the following functions:

- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (b) publishing arrangements for 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;
- (c) approving the quality strategy of the institution;
- (e) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (f) approving annual estimates of income and expenditure; and
- (g) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff.

Article 5 states that the Corporation **shall not** delegate the following functions:

- (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, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
- (f) the modification or revocation of these Articles.

### 3. ROLE OF THE PRINCIPAL

The statutory powers and duties of the Principal are set out in Article 3(2). The Principal shall be the Chief Executive of the institution, and shall be 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, where the Clerk is also a member of the staff;
- (f) setting a framework for the pay and conditions of service of all staff other than the holders of senior posts and the Clerk; and
- (g) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

Article 7 states that the Principal may delegate functions to any member of the Senior Management Team other than:

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

#### **4. ROLE OF THE CLERK**

The Clerk shall be responsible for the following functions set out in 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.

The remaining five core responsibilities of the Clerk are also laid out in the Instrument of Government, as follows: -

- receiving written notice of the Chair/Vice Chair's resignation
- receiving notice of a Member's disqualification from office
- receiving written notice of a Member's resignation
- the maintenance of a Register of Members' Interests
- calling meetings and send out agendas

#### **5. ROLE OF THE CHAIR AND TAKING CHAIR'S ACTION**

The Chair has the same legal authority as other Corporation members and acts as "First among Equals". The Chair is responsible for the leadership of the Corporation and is ultimately responsible to the College's stakeholders for the effectiveness of the Corporation. The following responsibilities are defined in the Instrument of Government:

- issuing the agenda item and relevant papers relating to any proposal regarding the remuneration, conditions of service, conduct, suspension, dismissal, or retirement of the Clerk
- calling special and non-scheduled meetings
- second or casting vote in situations where there is an equal division of votes
- where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed by the Chair as a true record

The following responsibilities are defined in the Articles of Government:

Article 8(1) The Chair or Vice Chair shall form part of the selection panel for the Principal.

The Chair may also deal with those matters specifically delegated to him/her by the

Corporation. However, the Chair shall not have delegated authority in relation to any matters listed in Article 3(1) or those responsibilities specifically delegated to the Principal under Article 3(2).

The Chair is empowered to take Chair's Action as follows under the Standing Orders for the Corporation and its Committees.

## **DELEGATION**

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'.

The primary purpose of committees is to provide detailed scrutiny of College systems and performance and of proposed strategic and policy initiatives and to advise the Governing Body. No executive powers are currently delegated to committees.

The Board of Governors has established five committees:

- Audit (required under Article 4(1))
- Finance and Resources
- Governance and Search
- Quality and Standards
- Remuneration

To enable the Governing Body to discharge its duties it should be supplied with timely, relevant and accurate information. To that end, an annual cycle of business and calendar of Governing Body and committee meetings will be drawn up by the Clerk, in liaison with the Chair, committee chairs, the Principal and other members of the Senior Leadership Team. The calendar will identify the key standing reports and business items that will enable the Governing Body to fulfil its strategic decision-making and monitoring roles and to meet its statutory responsibilities.

In the preparation of reports for the Governing Body or any of its committees, authors should be mindful of the Governing Body's strategic role and responsibilities. Reports should state clearly the outcome that is sought after the report has been considered. This should normally be either:

- a strategic, policy or governance decision (in the case of a report to a committee, normally a recommendation to the Governing Body to take such a decision, with or without amendments proposed by the committee); or
- an agreement as to the level of assurance that can be taken from the information provided.

## **COLLEGE POLICIES & PROCEDURES**

The Governing Body is required to approve and keep under review the following policies and procedures<sup>[1]</sup>:

- a) Disciplinary and Grievance Policies and Procedures for Senior Post-holders;
- b) Risk Management Policy;
- c) Financial Regulations and Treasury Management Policy;
- d) Fees Policy;

The Governing Body also reserves to itself the right to approve and keep under review the following policies, procedures and plans:

- Annual Audit Plan;

- Capability Policies and Procedures for staff other than Senior Post-holders;
- Complaints Policy;
- Equality and Diversity Policy
- Governors' Expenses Policy;
- Redundancy Policy;
- Health and Safety Policy;
- Anti-bribery Policy;
- Safeguarding and Prevent Policies;
- Public Interest Disclosure ('Whistleblowing') Policy;
- Freedom of Information Policy; and
- Data Protection Policy

NB. The Policies should be reviewed on a continuing triennial cyclical basis or updated as required by changes in legislation or to reflect good practice. This is NOT intended to be a complete list of College Policies.

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<sup>[1]</sup> A policy is a formal statement of a principle or rule that all members of the College community must follow. Policies relate to issues important to the College mission and operation. A procedure informs governors, staff and students how the policy will be implemented.

## ANNEX 1

### SCHEME OF DELEGATION RECURRING DOCUMENT SCHEDULE – CORPORATION APPROVAL REQUIRED

The Corporation is responsible for approving the following documents. These documents will be reviewed initially by the responsible individual, with appropriate consultation, and will be considered for approval by the Corporation at appropriate meetings as laid out in the Cycle of Business.

Policy	Responsibility	Reason for Corporation Approval
Annual Budget	Finance & Resources Controller	Instrument and Articles of Government: Article 3
Audit Committee Annual Report	Chair of Audit Committee	Post 16 Audit Code of Practice Requirement
Borrowing Approval	Finance & Resources Controller	Instrument and Articles of Government: Article 3
College Key Performance Indicators Review	Principal	Monitoring tool
College Estates Strategy	Finance & Resources Controller	Instrument and Articles of Government: Article 3
Corporation Improvement Action Plan	Governance Professional	Code of Good Governance for English Colleges
Corporation Self-Assessment Report	Governance Professional	Code of Good Governance for English Colleges/EIF
Financial Statements	Finance & Resources Controller	ESFA Annual Finance Circular
Financial Statements Audit Management Letter	Finance & Resources Controller	Post 16 Audit Code of Practice Requirement
Financial Statements Auditors Engagement Letter	Finance & Resources Controller	Post 16 Audit Code of Practice Requirement
Internal Audit Service Audit Needs Assessment and Plans	Finance & Resources Controller	Post 16 Audit Code of Practice Requirement
Internal Audit Service Engagement Letter	Finance & Resources Controller	Post 16 Audit Code of Practice Requirement
Internal Auditors Annual Report	Finance & Resources Controller	Post 16 Audit Code of Practice Requirement
Letter of Representation - Financial Statements Audit and Regularity Audit	Finance & Resources Controller	Financial Statements Auditors Requirement
Quality Strategy (& Quality Improvement Plan)	Principal	Instrument and Articles of Government
Risk Management Policy Review	Finance & Resources Controller	LSC "A Guide to Risk Management in Further Education"
Self-Assessment Report	Principal	Education Inspection Framework
Senior Postholder Objectives	Remuneration Committee	Remuneration Committee Terms of Reference
Strategic Plan	Principal	Instrument and Articles of Government: Article 3