

University of East London

Board of Governors

Statement of primary responsibilities  
and  
Scheme of delegation  
2018-19

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## 1 Introduction

- 1.1 The Board of Governors' Statement of primary responsibilities and our Scheme of Delegation ("Scheme") have been drawn up under the Instrument and Articles of Government of the University of East London. In the case of any discrepancies in wording between the two documents, the Instrument and Articles take precedence.
- 1.2 The Statement and Scheme are major parts of our overall governance framework. Together they are intended to help committees and individuals understand their roles and the limits of their powers and to ensure efficient decision-taking. They are also closely related to the University's Financial Regulations which should be consulted accordingly, but the Regulations are also subordinate to the Instrument and Articles of Government.
- 1.3 Our Scheme of Delegation has been drafted in accordance with the principle that it is efficient and cost-effective for decisions to be delegated to the lowest level possible, providing the body or individual has the requisite competence for seeing the matter in a broader policy perspective and capacity to make a well-informed decision. This frees up the senior committees and senior postholders to use their time to further our strategic objectives. Guidelines for the use of Chair's action are included.
- 1.4 However comprehensive the Statement of primary responsibilities and Scheme of Delegation are and however clear their principles, some matters will still be subject to interpretation. The University Secretary and the Chief Financial Officer will advise on matters which are not explicitly addressed in the Scheme, so if in doubt please approach them for guidance.
- 1.5 In this Scheme of Delegation reference is made to the Office for Students. Where appropriate, such reference shall also be deemed to include UKRI.

## 2 Board of Governors

### 2.1 Statement of primary responsibilities

**(Underlined and shaded yellow = non-delegable powers)**

Under the Articles of Government (the full wording of which takes precedence over what is below) and government and funding body regulations the Board of Governors is responsible for, in Article 3.1:

**'The determination of the educational character and mission** and oversight of its activities'. See 2.2 (a) below.

<p>'The effective and efficient use of resources, <u>the solvency of the University and the Corporation and safeguarding their assets</u>'. See 2.2 (b) below.</p>
<p>'<u>Approving annual estimates of income and expenditure</u>'. See 2.2 (b) below.</p>
<p>The '<u>appointment and dismissal of the Vice-Chancellor</u>'.</p> <p>'The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts'... ... 'the assignment and appraisal of the holders of senior posts'.</p> <p>The Vice-Chancellor and Clerk are senior posts under the Articles of Government. In 2010 all other posts in the Vice-Chancellor's Group were designated by the Board as 'senior posts'.</p>
<p>'Setting a framework for the pay and conditions of service of all other staff'.</p>

Article 3.1 sets out the responsibilities above and Article 5.4 states that not only the underlined and yellow-shaded items are non-delegable powers but so is the varying or revoking of these Articles of Government. The Articles may be amended with the approval of the Board and on application to the Office for Students.

Other primary responsibilities of the Board of Governors which are mentioned explicitly in the Instrument and Articles of Government:

Article No	Primary responsibility
3.4	Establishment of (sub)committees and approval of terms of reference
4.1	Approval of membership of Academic Board
7.2	Election of Chair and Deputy Chair
7.8	Appointment of new Board members under the constitution outlined in the Instrument of Government
9.1	Approval of rules on staff conduct
9.2	Ensuring academic freedom as defined in the Articles of Government
10	Approval of rules for the suspension and dismissal of staff including appeals
11	Approval of rules for staff grievances
12.1	Approval of the Students' Union constitution
12.1	Receipt of Students' Union's accounts
12.2	Approval of rules on student conduct
12.4	Ensuring that students may raise matters of concern (complaints procedure)

13.1	Approval of tuition and other fees
13.2	Keeping accounts, records and appointing auditors
14	Making rules and bye-laws for the good governance of UEL and compliance with the law.
Instrument 4	Determination of size of the Board of Governors
Instrument 9	Approval of allowances for Governors (travel and subsistence, not remuneration for their work)
Instrument 10	Use of the Seal, delegated to two Governors or a Governor and the Clerk

Not mentioned in the Articles explicitly but deriving from UK and EU legislation and funding body regulations the Board is also responsible for the overall legal and regulatory framework of UEL:

Trusteeship of charitable funds
<b>Guardianship of degree awarding powers</b> which cannot be delegated, for example, to a partner institution, but which are exercised by Academic Board under its powers
Ensuring compliance with the <i>Regulatory Framework established by the Office for Students (including but not limited to complying with the 'Terms and conditions of funding for higher education institutions for the period to 31 July 2019')</i> , with the Vice-Chancellor acting as Accountable Officer. This includes making arrangements for internal and external audit
Ensuring compliance with all bodies of UK legislation, notably: Charity law Company law Consumer Protection Data Protection and Freedom of Information Education Acts including 1994 Act re Students' Unions Equality and Diversity Freedom of speech Academic freedom General employment law Health and Safety in the Workplace

The Board is guided in its governance activities by the Committee of University Chairs' *Higher Education Code of Governance (2014)*

## 2.2 Non-delegable powers of the Board and decisions it has decided to reserve to the full Board

We have seen above, in the *Statement of primary responsibilities*, what **cannot be delegated** by the Board according to the Articles of Government. The Board has agreed the following further interpretation on three matters in the Articles for operational purposes:

### a) Educational character and mission

**It is reserved to the Board to approve:**

- full Strategic Plan and Business Plan, including the finance, estates, human resources and information strategies and key performance indicators

### b) Financial sustainability

**It is reserved to the Board to approve:**

- medium-term, five-year financial forecasts
- annual budget, in association with the financial forecasts
- major variations to the annual budget, for example emergency extensive cost-cutting or restructuring
- audited financial statements and annual report
- appointment of internal and external auditors
- purchase and disposal of land, buildings and other property outside the approved estates strategy
- significant financial proposals such as capital projects, borrowing, lending and other financial transactions above a specified financial limit<sup>1</sup>
- major strategic partnerships above a specified income/investment level<sup>2</sup>, mergers, takeovers
- tuition fee policy
- establishment of major new income streams above a specified income level<sup>3</sup>
- Bank mandates where the bank requires full Board approval
- risk management strategy and policy and strategic risk register
- incorporation of new subsidiary companies where a business/tax case is made (financial regulations 22.2)

### c) Employment

**It is reserved to the Board to approve:**

- the appointment and dismissal of the Vice-Chancellor

but, in this Scheme, the Board has decided also to reserve to itself:

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<sup>1</sup> See summary financial table

<sup>2</sup> See summary financial table

<sup>3</sup> See summary financial table

- appointment of a Chancellor of the University
- the broad employment terms and severance policy for senior postholders<sup>4</sup>
- Equality and Diversity Strategy
- Health and Safety Policy
- Data Protection Policy and related Information Assurance Strategy

### 3 Scheme of delegation - delegated decision-making powers

It follows from Articles 3.1 and 5.4 that the Board can delegate all its responsibilities other than those underlined and shaded in yellow, as further interpreted by the list of items in Section 2 a), b), c) above. The rest of this Scheme of Delegation provides guidance on this, which can be further interpreted by the University Secretary or the Chief Financial Officer.

#### Delegated powers of Committees

##### 3.1 Decisions delegated to the Audit and Risk Committee under its terms of reference and the Office for Students' Audit Code of Practice

Items for final decision/approval
Annual internal audit plan and annual expenditure on internal audit
Annual report to the Board of Governors plus attached reports such as internal and external audit and value for money annual reports
Acceptance of individual internal audit review reports
Anti-bribery and corruption and public interest disclosure (whistleblowing) policies and receipt of regular reports on actual cases

##### 3.2 Decisions delegated to the Finance and Resources Committee under its terms of reference and our approved financial regulations.

Items for final decision/approval
Grant applications and partnerships above a certain level of income <sup>5</sup>
Treasury management and investment policy
Annual financial strategy
Approving the terms of the sale, lease and purchase of land and property where the decision in principle has been taken by the Board within the Estates (sub)strategy and in compliance with the <i>Terms and conditions of funding for higher education institutions for the period to 31 July 2019</i>
Approving the final budget for construction, major maintenance above a certain level <sup>6</sup> of a building and appointing the contractor, subject to tender process and to budget set by Board
Approving the fee policy
Approving the Financial Regulations
Staff policies, regulations and procedures within the overall human resources strategy
Staff hospitality and gifts policy and expenses policy

<sup>4</sup> See Remuneration Committee and senior appointments panels

<sup>5</sup> See summary financial table

<sup>6</sup> See summary financial table

### 3.3 Decisions delegated to the Governance and Search Committee under its terms of reference

Items for final decision/approval
Framework for recruitment and succession planning of Governors
Format and cost for reviews of the effectiveness of the Board
Membership and chairs/deputy chairs of committees to the Board, arrangements for appointment and terms of office of members to Academic Board
Appointing a Chancellor
Policy on data collection from members of the Board of Governors to meet requirements contained in the OfS Regulatory Framework and the <i>Terms and conditions of funding for higher education institutions for the period to 31 July 2019</i>
Policy on Register of Interests and related party disclosures for Board members and senior staff

### 3.4 Decisions delegated to the Remuneration Committee under its terms of reference

Items for final decision/approval
Terms and conditions of service for individual senior postholders within the policy set by the Board
Remuneration packages, at initial appointment and at annual review, for individual senior postholders within the policy set by the Board
Performance management scheme for senior postholders
Severance packages for all postholders earning over £100K within the policy set by the Board and OfS
Policy on allowances and expenses for Board members

### 3.5 Primary responsibilities of Academic Board under Article 3.3 and decisions delegated to its (sub) committees (fuller details on lower levels of delegation to follow in second version of the Scheme, but indicated here in brackets)

Items for final decision/approval
Within the 'educational character and mission' of the University and its strategic and business plans approved by the Board: General issues relating to research, knowledge exchange, scholarship, courses, teaching and learning, including the Learning and Teaching Strategy
Taking interventionist action to safeguard academic standards (delegated to Quality and Standards Committee (QSC))
Honorary awards
Validation of new programmes (delegated to Validation and Review sub-Committee (for QSC))
Closure of programmes from time to time (delegated to Validation and Review sub-Committee (for QSC))
Appointment and removal of internal and external examiners (delegated to External Examiner sub-Committee)
General regulations applying to students, including regulations for admissions, assessment, examination, conferment of awards, academic misconduct, and the expulsion of students on other academic grounds
Conferment of awards on individual students (delegated to award boards of examiners)

3.6 Decisions reserved to the board of directors of a UEL subsidiary company under its Memorandum and Articles of Association

Items for final decision/approval
Appointment of directors, following consultation with parent body
Annual budget
Audited financial statements and annual report
Appointment of auditors save where consolidated accounts will be prepared

3.7 Decisions reserved to the Board of Trustees of the Students' Union under its approved constitution

Items for final decision/approval
Membership of board of trustees
Annual budget, for referral to Finance and Resources Committee
Audited financial statements for presentation to the Board of Governors
Financial regulations for the Students' Union
Staff policies and procedures where employed by Students' Union
Appointment of external auditors to the Students' Union

**Delegated powers of individual postholders**

The use of these powers from time to time should normally be recorded in writing.

3.8 Decisions delegated to Chair/Deputy Chair of Board of Governors

Article 10.1	Suspension of a senior postholder
Article 10.5	Appointment of two independent Governors to investigate conduct of senior postholder and report to a Special Committee
Financial regulations	Approval of overseas travel for the Vice-Chancellor

Also see summary financial table (3.11) and Chair's action between meetings (4) below

3.9 Decisions delegated to the chairs of other Board and Academic Board committees and panels

See summary financial table (3.11) and Chair's action between meetings (4) below

3.10 Primary responsibilities of the Vice-Chancellor

It follows that the Vice-Chancellor has executive authority for all matters not reserved to the Board of Governors. The Vice-Chancellor shall be responsible for devising the structure of the Vice-Chancellor's Group and delegating authority for all such matters accordingly. The Board of Governors may from time to time request such evidence of such authority as it shall require.

3.11 **Summary financial table** (to be read in conjunction with the Financial Regulations, the wording of which takes precedence)

Approval of routine transactions within approved budgets/business plans (Financial regulations Appendix 2 ). All limits include VAT

<b>Title/role</b>	<b>Notes</b>	<b>Range</b>
Staff delegated by PVCDeans/Directors	May sign off transactions within their own budgets	Up to £30,000
PVCDeans/Directors	May sign off transactions within their own budgets	Up to £50,000
Director of Estates & Facilities, Director of HR, Director of IT .	May sign off transactions within their own budgets	Up to £5000,000
Deputy Vice-Chancellor and University Secretary	May sign off transactions within their own budget or authorise amounts beyond the delegated authority of principal budget-holders who are in their line-management May be nominated to sign or countersign in someone's absence	Up to £250,000 – although the Vice-Chancellor may agree to delegate his/her allowance to any of these.
Chief Financial Officer	May sign off transactions within his/her own budget or authorise amounts beyond the delegated authority of other members of the Vice-Chancellor's Group	Up to £500,000
Vice-Chancellor	Subject to the Board's responsibilities below, may authorise any planned transaction , and can nominate other members of the Vice-Chancellor's Group. to act on his/her behalf	Up to £1,250,000
Board of Governors	Significant planned financial transactions involving borrowing, lending, major strategic partnerships or commercial ventures	Above £1,250,000

### 3.12 Principles of delegation on international initiatives

The approved position, which reflects the general principles throughout this paper, is that where no UEL investment of its own assets, other than management or staff time and travel costs, is involved and where the objects of the partner or initiative fit with the educational character and mission of the University, then the Vice-Chancellor, with Academic Board, has the power to approve international partners and other projects.

Where, however, a financial investment is to be made, or where a legal interest is being taken in a property, the Board or its committees should take the decision to approve the partnership or project and it will expect to see a Business Plan, KPIs, risk assessment and evidence that due diligence has been conducted and independent legal advice taken. Compliance with Charity law and the Terms and conditions of funding for higher education institutions for the period to 31 July 2019 is essential.

Where any partnership or project would alter UEL's strategy or educational character the Board is the approving authority as these matters cannot be delegated. The following table shows who has authority to approve international initiatives.

#### Summary international table

	Items for final decision/approval
Vice-Chancellor or VCG nominee	Recruitment agents Appointment of staff overseas

or Academic Board	<p>Overseas offices where no UEL legal interest or investment of financial assets is involved</p> <p>Academic collaborative partners and articulation agreement (see Quality Manual) where no UEL financial assets are invested</p> <p>Memoranda of Understanding/Cooperation</p> <p>Bursary schemes</p> <p>Exchange schemes</p>
Finance and Resources Committee	Leases, licences for premises overseas involving up to £1,250,000 investment
Audit and Risk Committee	Where referred upwards by the Vice-Chancellor , tactics for major litigation with overseas agents or partners
Board of Governors	<p>International strategy within overall Strategic Plan</p> <p>Strategic international partnerships involving any investment of UEL assets beyond staff and management time and travel costs</p> <p>Sale or purchase of premises overseas</p> <p>Leases, licences for premises overseas involving above £1,250,000 investment</p> <p>Major new initiatives which have not been operated by UEL previously such as the Global Examinations Board</p> <p>Establishment of new subsidiary or partly owned companies</p> <p>Joint ventures</p>

The Board receives regular updates on international initiatives, including a consolidated list of all partners (home and overseas) at least once a year.

#### 4 **Chair's action between meetings**

The following categories of business may be conducted by the Chair of the Board of Governors, Academic Board or any of their subcommittees and panels, by chairs of boards of directors of subsidiary companies and by the Chair of the Board of Trustees of UELSU.

The first three delegations are minuted in advance and then reported back at the next meeting of the board or committee.

The fourth to sixth delegation are requested in writing by officers between meetings, supported by background information and then reported back at the next meeting of the board or committee

The relevant board or committee will monitor the use made of Chair's action.

1	Business which is unfinished at a board or committee meeting for lack of information but on which a clear steer is given to guide the decision when the information becomes available
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2	Business which is approved at a board or committee subject to certain conditions to be met by the management or other parties and signed off by the chair
3	Business involving signature/s to the detailed formal paperwork associated with a prior decision of a board or committee such as the sale of a building
4	The signing of routine contracts that commit UEL, or a subsidiary company or UELSU, above a certain level of expenditure
5	Routine decisions on senior postholders (Chair of the Board/Remuneration Committee only)
6	Urgent business between meetings, canvassing the support of other board and committee members as far as possible by phone or email. Such decisions should not involve changes of policy of the board or committee and should only be taken where there is material risk to UEL, or a subsidiary company or UELSU.

## 5 Acronyms

OFS	Office for Students
QSC	Quality and Standards Committee
UKRI	United Kingdom Research & Innovation
ULT	University Leadership Team
VCG	Vice-Chancellor's Group