

## **Scheme Of Delegation: notes**

### **Scope**

The Scheme of Delegation sets out the respective responsibilities of the Independent Higher Education Board, Finance and Resources Committee, Governance and Nominations Committee and the Chief Executive.

These responsibilities are in accordance with company law, the Memorandum and Articles of Association of IHE, and the IHE Rules. The Scheme of Delegation is to be read alongside these documents and is not meant to replace them.

The Scheme of Delegation sets out the respective responsibilities of the Board, Committees and Chief Executive in the key areas of:

- Strategic planning
- Financial Management
- People and Remuneration
- Membership
- Governance

### ***Decisions taken outside of a formal meeting of the Board or Committee***

There are two possible courses of action for taking decisions away from a formal meeting. The first may only be used where it was previously agreed within a formal meeting that the decision would be made in this way (Chair's Action). The second may be used where the Executive deems there is too much time to wait until the next formal meeting.

#### ***1. Chair's Action***

Chair's Action is where the Chair of the Board or Committee may take a decision without assembling a full meeting (or using the below urgent decision process). This mechanism should only be used when, at the previous meeting of the Board or Committee, it was agreed that such a decision may be taken by Chair's Action.

#### ***2. Urgent Decisions: email circulation***

Because of the cycle of Board and Committee meetings, there is likely to be the need to make urgent decisions ahead of the next meeting. In this event, an urgent decision will be made as follows:

- The Chief Executive will prepare a report in the format of the Board/Committee paper and circulate this to all members of the Board/Committee by email
- A quorum equivalent to that required in a formal meeting of the board or committee must agree to approve the item
- If there is a single dissenter, or it becomes clear that a fulsome discussion is required, the Chair will call for the matter to be taken to the next meeting, or where there is no meeting soon enough, an extraordinary meeting must be convened.
- Any item approved by email should be reported to the next meeting so that it can be formally recorded in the minutes.

# INDEPENDENT HIGHER EDUCATION

Regulation CG3  
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## *RACI Matrix*

The Scheme of Delegation uses a RACI Matrix which clarifies and defines the participation by the various governance roles in decision making. RACI is an acronym derived from the four key responsibilities: responsible, accountable, consulted, and informed.

### **R = Responsible**

- Those who do the work to complete the activity.

### **A = Accountable**

- Those ultimately answerable for the correct and thorough completion of the activity, the one who ensures the prerequisites of the task are met and who delegates the work to those responsible. In other words, an accountable must approve work that responsible provides. There must be only one accountable specified for each activity.

### **C = Consulted**

- Those whose opinions are sought, typically subject-matter experts.

### **I = Informed**

- Those who are kept up-to-date on progress, often only on completion of the activity.

## Scheme of Delegation

	Board	GNC	FRC	Exec	Members (AGM)
<b>Strategic Planning</b>					
Strategic plan	A	C	C	R	I
Risk register	I	C	A	R	
Projects not included in the strategy	A		C	R	
Funding bids or significant projects	A		C	R	
<b>Governance</b>					
Changes to Memorandum and Articles of Association	C	C		R	A
Changes to IHE Rules	A	C		R	I/C
Nomination and election procedures for appointment to the Board	A	C		R	I
Appointment of elected members of Board	I	I	I	R	A
Appointment of co-opted members of Board	A	C	I	R	I
Appointment of chairs, vice chairs, honorary treasurer and any other appointment	A	C	I/C	R	I
Appointment of members of committees	A	C	C	R	I
Removal of members of Board	A/R	I/C	I/C	I/C	I/C
Removal of members of Committees	A/R	I/C	I/C	I/C	I/C
Appointment of co-chairs of networks	I	A		R	
Changes to terms of reference for committees (minor or technical)	I	A	A	R	
Changes to terms of reference for committees (major)	A	I/C	I/C	R	
<b>Membership</b>					
Membership application approval	A			R/C	I
Suspension from membership	I		I/C	A/R	
Termination of membership	A		I/C	R/C	
Changes to conditions of membership and the process for admission to membership	A	C		R	I/C
Changes to membership subscriptions	A		C	R	I
Changes to other subscriptions or fees	A		I/C	R	

	Board	GNC	FRC	Exec	Members (AGM)
<b>People and Remuneration</b>					
Recruitment of new staff (replacing departing staff, or as agreed as part of budget setting)	I		I/C	A/R	
Recruitment of new staff (where not previously agreed as part of budget setting or where the new role is substantially different to the role it replaces)	A		C	R	
Recruitment of temporary staff for not more than 3 months	I		I	A/R	
Staff management including appraisals and disciplinarys				A/R	
Appointment of Chief Executive	A/R	C	I		
Appraisal and management of Chief Executive	A/R				
Changes to terms and conditions of employment (minor/technical changes)				A/R	
Changes to terms and conditions of employment (major)	I		A	R	
Salary rises and bonuses (within agreed budget envelope)				A/R	
Chief Executive salary rises and bonuses	A/R				
<b>Financial Management</b>					
Annual budget setting	A		C	R	
Allocation from reserves	A		C	R	
Ensure IHE's funds are used in accordance with Articles of Association	A		C	R	
Borrowing	A		C	R	
Bank signatories	A		C	R	
Forward commitments (contractual commitments extending over three years)	I		A	R	
Annual Report and Statutory Accounts	A		C	R	A
Appointment of bankers or auditors	A		C	R	
Opening and closing of bank accounts	I		A	R	
To approve non-budgeted expenditure in excess of £5000 (Where the expenditure will not affect the overall agreed budget)	I		A	R	
To approve non-budgeted expenditure in excess of £2000 (Where the expenditure will affect the overall agreed budget)	A		C	R	