



## **University Council Scheme of Delegation 2020/21**

### **Introduction and Scope**

1. This Scheme of Delegation seeks to outline where decision-making authority in the name of, or on behalf of, the Council of the University of Wales (UW) resides, and where this authority can and has been delegated.
2. No such scheme can be fully comprehensive. However, by identifying where authority lies or has been delegated, the Scheme sets a framework through which other matters may be resolved. The Clerk to the Council will advise on matters which are not explicitly addressed in the Scheme.
3. The Scheme has been drawn up under the Charter, Statutes and Ordinances of UW. In the event of any inconsistency between the Scheme and the Charter, Statutes and Ordinances, the latter take precedence. The Scheme is related to the University's Financial Regulations and is not intended to address matters set out in detail in those Regulations.
4. The Council and those to whom powers are delegated shall at all times act within the requirements of the CUC *Higher Education Code of Governance*.
5. The Scheme identifies responsibility for the final approval stage of decision-making and the individual or body that this has been delegated to where appropriate. The Scheme does not identify the stages leading up to the decision-making stage.
6. In the event of a major incident or crisis decisions may need to be made by exception outside normal practices. Specific authorities and responsibilities in such circumstances are set out in the Major Incident Plan.
7. The Scheme must be reviewed and approved by the Council annually.

### **Definitions and terminology**

8. The names of committees and the titles of posts may change from time to time. This shall not invalidate the powers of the equivalent successor committees or post holders.
9. It is custom and practice within the University to use the term 'Council members' and this phrase is used throughout this document. For these purposes it has the same meaning as 'governors' and 'charity trustees'.
10. The University of Wales (UW) means the University as a Royal Charter company and a charity.

### **Conditions**

11. Under exceptional circumstances, the Council and the Vice-Chancellor reserve the right to approve any matter which would normally be delegated by them to others within the Scheme. Any such occurrences shall be recorded through the appropriate minutes.
12. Should a matter or decision arise which is within the delegated authority of an individual or body but to which a sensitive, political, reputational or other similar issue is attached,

the decision should be referred to the appropriate (normally higher) level. If there is doubt as to the appropriate decision-making level, advice should be sought from the Clerk to the Council in the first instance.

13. Actual or delegated powers shall only be granted provided financial provision has been made in the budget approved by the Council.

#### **Powers of the Council**

14. Under Statute 17, the Council may delegate all or any of its powers to officers and its committees with the exception of:
  - (a) the determination of any matters relating to the governance, mission and strategy of the University;
  - (b) the approval of the annual estimates of income and expenditure and the financial statements in respect of each financial year;
  - (c) ensuring the solvency of the University and the safeguarding of its assets;
  - (d) the appointment or dismissal of the Vice-Chancellor;
  - (e) the repealing of, varying of or addition to the Charter or the Statutes or the Ordinances.

#### **Delegation to the Vice-Chancellor and the Deputy Vice-Chancellors**

15. Under Article IX of the Charter, the Vice-Chancellor is the Chief Executive, Chief Academic and Executive Officer of the University and Chair of the Academic Board. S/he has power to admit persons to degrees of the University.
16. Under Statute 6, the Vice-Chancellor has the power to delegate to other officers and staff of the University such duties of the Vice-Chancellor as he or she thinks fit.
17. Under Ordinance 3, the Vice-Chancellor is responsible to the Council for promoting and advancing the purposes of the University and for the organisation and conduct of the business of the University. The Council has approved a full delegation of authority to the Deputy Vice-Chancellors to exercise the power and authority of the Vice-Chancellor on such occasions as he or she is not available to exercise them in person.
18. Under Ordinance 16, a Deputy Vice-Chancellor nominated by the Vice-Chancellor has delegated authority to make decisions in respect of the work, strategic direction and financial performance of the University of Wales Press. The advisory committee established to offer guidance on the development of the Press, and on the selection of proposals for publication, shall have authority to make the decisions specified in its terms of reference.
19. In accordance with the Deed made between UW and the University of Wales Trinity Saint David on 18 August 2017, the Vice-Chancellor shall be the Vice-Chancellor of the University of Wales Trinity Saint David with coterminous terms of office. In the event of a vacancy in the office of Vice-Chancellor, or in the event that the Vice-Chancellor is incapacitated by illness or other cause from performing the duties of the office, the named officer appointed by the University of Wales Trinity Saint David shall be acting Vice-Chancellor.
20. Under Statute 26, the Council as the appropriate body may authorise an officer of the University as its delegate in respect of specified actions, the details of which are set out in the Statute.

**Delegation to standing committees**

21. The formal committees of the Council operate under the authority of the Council. The committees, their relationships and reporting lines are set out in the Ordinances and supplementary information. The terms of reference of the committees are approved by the Council and should be consulted regularly to ensure that the committee is operating within its defined authority.

22. The following duties have been delegated to the committees by the Council:

<b>Duty</b>	<b>Delegated to</b>
Approval of the Financial Regulations of the University, including the internal system of control contained in the Financial Regulations	Audit and Risk Committee, following review by Resources and Performance Committee
Approval of all audit planning documents	Audit and Risk Committee
Determination of criteria for the appointment of Chair, Vice-Chair and other members of the Council	Nominations and Governance Committee
Approval of nominations for Honorary awards	Nominations and Governance Committee
Review and determination of the salaries, terms and conditions of the Deputy Vice-Chancellor and Pro Vice-Chancellor	Remuneration Committee
Approval of procedures in respect of human resource matters	Resources and Performance Committee
Approval of annual pay and salary settlements for all staff on standard scales	Resources and Performance Committee
Approval of applications for premature retirement within the policy laid down by the Council	Resources and Performance Committee

**Chair's Action**

23. Under Ordinance 7, the Chair of the Council (or the Vice-Chair of the Council), with respect to any matter which falls to the Council or any of its committees to determine, is empowered to consider any matter which in his or her opinion:

- (a) requires immediate attention; and
- (b) does not justify holding a special meeting of the Council or any of its committees which would ordinarily consider the matter; or
- (c) is of such urgency that calling a meeting is impractical.

24. Before exercising these powers, the Chair of the Council should consult with the Vice-Chair of the Council, the relevant committee chair and the Vice-Chancellor.

25. Any action taken by the Chair of the Council (or, in the Chair's absence, by the Vice-Chair of the Council) shall be reported to the next meeting of the Council.

### **Use of the University Seal**

26. In accordance with Article XIV of the Charter, the Council has the sole custody and use of the University Seal. The Vice-Chancellor is responsible to the Council for the security of the Seal and for regulating its use in accordance with the terms set out in Ordinance 29.

27. In accordance with a decision of Council on 7 October 2013, use of the Seal requires formal ratification at the next meeting of Council.

### **Authority to Execute Documents**

28. Under Section 333 of the *Charities Act 2011*<sup>1</sup>, the charity trustees may confer on any two or more of their number authority to execute in the names and on behalf of the all of the trustees documents for giving effect to transactions to which the trustees are a party. Any document executed in this way carries the same effect as if executed by the whole body of trustees.

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#### <sup>1</sup> **Charities Act 2011 Section 333: Conferral of authority to execute documents**

(1) Charity trustees may, subject to the trusts of the charity, confer on any two or more of their body—

(a) a general authority, or

(b) an authority limited in such manner as the charity trustees think fit,

to execute in the names and on behalf of the charity trustees documents for giving effect to transactions to which the charity trustees are a party.

(2) Any document executed in pursuance of an authority under subsection (1) is of the same effect as if executed by the whole body.

(3) An authority under subsection (1)—

(a) suffices for any document if it is given in writing or by resolution of a meeting of the charity trustees, despite the want of any formality that would be required in giving an authority apart from that subsection;

(b) may be given so as to make the powers conferred exercisable by any of the charity trustees, or may be restricted to named persons or in any other way;

(c) subject to any such restriction, and until it is revoked, has effect, despite any change in the charity trustees, as a continuing authority given by the charity trustees from time to time of the charity and exercisable by such charity trustees.

(4) In any authority under this section to execute a document in the names and on behalf of charity trustees there is, unless the contrary intention appears, implied authority also to execute it for them in the name and on behalf of the official custodian or of any other person, in any case in which the charity trustees could do so.

(5) Where a document purports to be executed in pursuance of this section, then in favour of a person who (then or afterwards) in good faith acquires for money or money's worth—

(a) an interest in or charge on property, or

(b) the benefit of any covenant or agreement expressed to be entered into by the charity trustees,

it is conclusively presumed to have been duly executed by virtue of this section.

(6) The powers conferred by this section are in addition to and not in derogation of any other powers.

29. The charity trustees have determined that this authority may be executed on their behalf by two trustees, at least one of whom must be an independent member of the Council. This is a continuing authority until such a time as it is revoked.

**Sarah Clark**

**Clerk to the Council**

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**Effective date: 2 October 2020**

**Due for review: September 2021**

**Version 1.2**