

Ordinance 3

Delegation Framework

1 Overarching principles

- 1.1 Under the University's Charter and Statutes, the Board of Trustees, as the University's supreme governing body and board of charity trustees, is ultimately responsible for all decisions taken in relation to management and operation of the University.
- 1.2 However, in order to ensure the effective management and operation of the University, the Board delegates many of its functions, powers and discretions under the Charter, Statutes and Ordinances to individual members of the Board; Board Committees; Senate; and the Vice-Chancellor and other members of Staff.
- 1.3 The Charter and Statutes, as the University's principal governing documents, confirm the basis on which the Board may delegate its functions, powers and discretions (referred collectively in this Delegation Framework as "**powers**") to Senate, other Committees and the other persons mentioned above, as well as prescribing the powers which may not be delegated by the Board (**Statute 3**).
- 1.4 Subject to the Charter and Statutes, it is for the Board to determine which powers it will reserve to itself and which powers should be delegated.
- 1.5 In exercise of the powers of delegation given to the Board by **Statute 3**, the Board has approved the Delegation Framework set out in this **Ordinance 3**. This is the written scheme of delegation referred to in **Statute 3**.
- 1.6 In the event of any inconsistency between this Delegation Framework and any provision of the Charter, Statutes or any other Ordinance, the provision of the Charter, Statutes or other Ordinances (as the case may be) shall take precedence.

2 Structure

- 2.1 This Delegation Framework incorporates:
 - 2.1.1 an express delegation of executive powers to the Vice-Chancellor (see **Ordinance 3.9**).
 - 2.1.2 an express delegation of powers to the Chair of the Board (see **Ordinance 3.10**).
- 2.2 It anticipates the following additional documents being approved:
 - 2.2.1 a schedule approved by the Board prescribing the powers which the Board reserves to itself and those it delegates to Board Committees and to the Chair of the Board (the "**Board Delegation Schedule**");
 - 2.2.2 a schedule approved by Senate prescribing the powers which Senate reserves to itself and those it delegates pursuant to its powers of delegation under **Statute 4** (the "**Senate Delegation Schedule**"); and
 - 2.2.3 a schedule approved by the Vice-Chancellor prescribing the powers which the Vice-Chancellor reserves to themselves and those they delegate pursuant to the

powers of delegation given to the Vice-Chancellor under **Ordinance 3.9.2** (the "Executive Delegation Schedule").

3 **Review and rescission of delegated authority**

- 3.1 When the Board has delegated a power pursuant to this Delegation Framework, it will not seek to review or overrule a decision taken when that delegated power is exercised by the delegate.
- 3.2 However, reflecting its ultimate responsibility for all decisions taken in relation to the management and operation of the University, the Board will keep the terms of its delegation under regular review. This Delegation Framework and the Board Delegation Schedule will therefore be reviewed by the Board regularly, normally on an annual basis.
- 3.3 The Board has also reserved to itself the power to rescind or revoke a delegated power in whole or in part or to alter its terms in relation to "material decisions" (as defined at **Ordinance 3.4.1**). Again, this is consistent with the principle that the Board is ultimately responsible for all decisions taken in relation to the management and operation of the University.

4 **Reporting material decisions**

- 4.1 This **Ordinance 3.4** sets out a mechanism for delegates to report decisions which could be material decisions to enable an assessment to be made about whether the Board should have a role in the relevant decision-making process. Each delegation made by the Board pursuant to its powers to delegation under **Statute 3** and this **Ordinance 3** is made subject to the reporting mechanism set out in this **Ordinance 3.4**.
- 4.2 For these purposes, a "material decision" is a decision which:
 - 4.2.1 is proposed to be taken pursuant to a delegated power, but has not yet been taken; and
 - 4.2.2 will or may have a material impact (adverse or otherwise) on the University's financial position, business model, strategy, reputation and/or its willingness or ability to comply with its conditions of registration.
- 4.3 A delegate proposing to take a decision under a delegated power which has the potential to be a material decision must report that proposed decision to the Chair of the Board (via the Governance Team) at the earliest opportunity and in any event before the decision is taken.
- 4.4 Where a report has been made under **Ordinance 3.4.3**, the Chair of the Board will consult the University Secretary and, where considered appropriate by the Chair, the Chief Financial Officer, and will assess the circumstances surrounding the proposed decision. The Chair may then:
 - 4.4.1 determine that the proposed decision is not a material decision and that the Board should not therefore have a role in the relevant decision-making process; or
 - 4.4.2 determine that the proposed decision is a material decision and refer it to the Board to decide whether the circumstances are such that the Board should have a role in the relevant decision-making process; or

- 4.4.3 refer the proposed decision to the Board to decide (i) whether it is a material decision and, if the Board decides that it is, (ii) whether the circumstances are such that the Board should have a role in the relevant decision-making process.
- 4.5 Where the Board decides that it should have a role in the decision-making process relating to a material decision, the Board will determine whether its role should include having specific oversight of, and/or involvement in the process and the scope and extent of such oversight and/or involvement.
- 4.6 Following a determination made in accordance with **Ordinance 3.4.4** and (where relevant) **Ordinance 3.4.5**, the Chair of the Board shall confirm the scope of any authority of the delegate in relation to the relevant decision and (if relevant) any specific reporting requirements relating to it.
- 5 Powers the Board may not delegate**
- 5.1 **Statute 3.2** states that the Board may not delegate its powers to:
- 5.1.1 appoint and dismiss the Vice-Chancellor;
 - 5.1.2 approve the University strategy recommended by the Vice-Chancellor;
 - 5.1.3 amend the Charter, Statutes and Ordinances;
 - 5.1.4 adopt the University's financial statements; or
 - 5.1.5 appoint the University's auditors.
- 6 Powers reserved to the Board**
- 6.1 The Board Delegation Schedule shall set out the powers the Board reserves to itself (including those it is not permitted by the Charter & Statutes to delegate) (the "**Reserved Powers**").
- 6.2 Unless expressly prohibited by the Charter and Statutes, the Board may delegate the Reserved Powers in accordance with its powers of delegation in **Statute 3**.
- 7 Powers delegated to Board Committees (except Senate)**
- 7.1 **Ordinance 4** (Board Committees) and the Board Delegation Schedule shall set out the powers the Board delegates to each Board Committee.
- 7.2 **Ordinance 4.2.3.2** authorises Board Committees to delegate powers to the Chair of the Committee. The terms of reference for each Board Committee may confirm any powers given to the Committee to sub-delegate the powers delegated to it pursuant to the Board Delegation Schedule to:
- 7.2.1 a sub-committee established by the Board Committee;
 - 7.2.2 any member of the Board Committee or of any sub-committee established by it; or
 - 7.2.3 Officers or other members of Staff.

8 Powers delegated to Senate

- 8.1 Under the Charter, Senate has delegated authority from the Board for overseeing the teaching and research provided and carried out by the University, including the power to make Academic Regulations. Senate provides assurance to the Board for academic quality, standards and governance and that the University is meeting the OfS ongoing conditions of registration in respect of quality and standards.
- 8.2 **Ordinance 6 (Senate)** sets out the powers delegated to Senate by the Board.
- 8.3 In accordance with **Statute 4**, Senate is authorised to delegate without limitation any of the powers delegated to it under the Charter, Statutes and Ordinances or otherwise by the Board to:
- 8.3.1 a committee of Senate established by it pursuant to **Statute 4.2.2**;
 - 8.3.2 any member of a committee referred to in **Statute 4.2.1(a)**; or
 - 8.3.3 the Vice-Chancellor or other members of Staff.
- 8.4 The Senate Delegation Schedule shall set out the powers which Senate reserves to itself and those it delegates.

9 Powers delegated to the Vice-Chancellor

- 9.1 The Board delegates to the Vice-Chancellor all of its powers except for:
- 9.1.1 the Reserved Powers;
 - 9.1.2 the powers delegated to Board Committees pursuant to **Ordinance 4** and the Board Delegation Schedule;
 - 9.1.3 the powers delegated to Senate pursuant to the Charter and Statutes and **Ordinance 6**;
 - 9.1.4 the powers delegated to the Chair of the Board pursuant to **Ordinance 3.10** and the Board Delegation Schedule; and
 - 9.1.5 any powers which the Charter, Statutes or Ordinances expressly reserve to any Officer, committee or other body or authority within the University.
- 9.2 The Vice-Chancellor is authorised to sub-delegate any powers delegated to them to Officers or other members of Staff (including any executive board established from time to time comprising Officers and members of Staff).
- 9.3 The Executive Delegation Schedule sets out the powers which the Vice-Chancellor reserves to themselves and those they delegate. It also confirms the authority given to a delegate to sub-delegate the powers delegated to them. It is approved by the Vice-Chancellor and can be amended by them at any time.

10 Delegation to the Chair of the Board

- 10.1 The Board delegates to the Chair of the Board:
- 10.1.1 the powers delegated to the Chair of the Board pursuant to the Board Delegation Schedule (if any); and

10.1.2 authority to make a decision on behalf of the Board where the Chair of the Board reasonably concludes that:

- (a) having consulted the University Secretary, the circumstances are exceptional and exigent and it is not possible to obtain a decision of the Board due to the urgent nature of the business; and
- (b) it is in the best interests of the University for the Chair of the Board to make the decision.

10.2 Subject to **Ordinance 3.10.3**, the Chair of the Board may not delegate the powers delegated to them.

10.3 In respect of any period when the Chair of the Board is not available to exercise their powers under **Ordinance 3.10.1**:

10.3.1 the Chair of the Board may, where possible in advance of such period, delegate any such powers to the Deputy Chair of the Board, subject to such limitations as the Chair of the Board may determine; and otherwise

10.3.2 if the Deputy Chair of the Board, having consulted the University Secretary, considers that:

- (a) a matter requires a decision of the Board in circumstances which are exceptional and exigent and it is not possible to obtain a Board decision due to the urgent nature of the business; and
- (b) it would be in the best interests of the University for the Chair of the Board to make the decision in accordance with **Ordinance 3.10.1.2**; but
- (c) the Chair of the Board is not available to make the decision and is unlikely to be available before the decision needs to be made;

the Deputy Chair of the Board may exercise the Chair of the Board's authority under **Ordinance 3.10.1.2**.