

SCHEME OF DELEGATION

1. INTRODUCTION

- 1.1. The key responsibilities of the Board of Governors are laid down in the school's Instrument and Articles of Government. In order to effectively carry out these responsibilities the Board may delegate some of its functions to committees or individuals. This scheme of delegation outlines the main responsibilities of the Board and indicates, if appropriate, where functions have been delegated.
- 1.2. The list is not exhaustive and the scheme should be read in conjunction with the school's financial regulations, the financial and operating agreements with the Conservatoire for Dance and Drama (CDD) and the terms of reference for each committee.
- 1.3. Where functions have been delegated the Board reserves the power to deal with the responsibility delegated, or to withdraw or amend the delegation granted.
- 1.4. The Board retains responsibility for all delegated functions and the exercise of any power by a delegate is as if it had been done by the Board of Governors itself.
- 1.5. Where committees or individuals have been tasked with either considering and recommending items to the Board for approval or considering and providing advice to the Board this has also been shown.

2. RESPONSIBILITIES RESERVED BY THE BOARD OF GOVERNORS

- 2.1. The Articles set out a number of functions which may not be delegated and must be retained by the Board of Governors. These are:
 - 2.1.1. The determination of the educational character and mission of the school;
 - 2.1.2. The approval of the annual estimates of income and expenditure;
 - 2.1.3. The responsibility for ensuring the solvency of the school and the corporation and for safeguarding their assets;
 - 2.1.4. The appointment or dismissal of the principal;
 - 2.1.5. The modification or revocation of the Articles of government.

3. THE PRINCIPAL AND CEO

- 3.1. The Articles also set out the responsibilities of the Principal. These are:
 - 3.1.1. Making proposals to the Board of Governors about the educational character and mission of the school, and for implementing the decisions of the Board of Governors;
 - 3.1.2. The organisation, direction and management of the school and leadership of the staff;
 - 3.1.3. The appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Board of Governors, of the pay and conditions of service of staff other than senior post holders;
 - 3.1.4. The determination, after consultation with the academic Board, of the school's academic activities, and for the determination of its other activities;

- 3.1.5. Preparing annual estimates of income and expenditure for consideration by the Board of Governors, and the management of budget and resources within the estimates approved by the Board of Governors;
- 3.1.6. The maintenance of student discipline and, within the rules and procedures provided for within the Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

4. THE ACADEMIC BOARD

4.1. The Articles also set out the responsibilities of the Academic Board. These are:

- 4.1.1. General issues relating to the research, scholarship, teaching and courses at the school including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject to the requirements of the validating and accrediting bodies;
- 4.1.2. Considering the development of the academic activities of the school and the resources needed to support them and for advising the Principal and CEO and the Board of Governors thereon; and
- 4.1.3. Advising on such other matters as the Board of Governors or the Principal and CEO may refer to the academic Board.

5. DELEGATION TO COMMITTEES

5.1. Functions may be delegated to committees or individuals by the Board of Governors via:

- 5.1.1. Committee terms of reference.
- 5.1.2. Standing Orders.
- 5.1.3. The making of a special delegation to a committee, individual or task and finish group as recorded in the minutes of a meeting of the Board of Governors.

6. CHAIR'S ACTION

- 6.1. The Board of Governors has also made provision for some decisions and functions to be undertaken by Chair's action. This could be the Chair of the Board of Governors or the Chair of a committee.
- 6.2. Subject to the provisions of the Articles, the Chair of the Board may act on behalf of the Board between meetings, over a matter which in their opinion is either (i) urgent and delay until the next practicable date for a meeting, or approval by written resolution would be detrimental or (ii) is a minor matter falling within the spirit of existing policies. The Chair may consult with the Principal and CEO or other members of the Board before taking a decision, and any such decision will be reported to the next meeting of the Board
- 6.3. The Chairs of committees may act on behalf of the committee they chair between meetings, over a matter which in their opinion is either (i) urgent and delay until the next practicable date for a meeting would be detrimental or (ii) is a minor matter falling within the spirit of existing policies. The Chair may consult with the Chair of the Board of Governors, the Principal and CEO or other members of the committee before taking a decision and any such decision will be reported to the next meeting of the Committee
- 6.4. The Board of Governors accepts responsibility for any action taken by this means.

6.5. Chair's action may be used for the approval of expenditure in exceptional circumstances. Exceptional circumstances should be related to urgent repair or where delay would create operational difficulties for the school.

6.6. Approval should be sought in writing from the Chair of Governors, who would normally seek advice from the Chair of the Finance and Resources Committee.

6.7. The written request should address the agreed criteria for expenditure approval (below) and give full financial details.

6.7.1. The criterion for approving additional expenditure should be:

- Does the expenditure support the delivery of the school's strategic plan?
- Will the expenditure be of benefit to learners?
- Is the expenditure affordable within the current forecast e.g. funded by additional income, funded by savings?
- Has the prescribed procurement process been followed?
- Does the proposed purchase offer the best value for money?
- Could the expenditure be delayed into a future financial year?

6.8. A report outlining any requests made, and the resulting decision, should be reported to the next meeting of the Board of Governors.

7. COMMITTEE TERMS OF REFERENCE

7.1. Attached at Appendix A are the terms of reference for each committee.

8. REVIEW

8.1. The scheme of delegation will be reviewed by the Board of Governors at least once every three years. This shall not preclude a review being conducted before such time, should it be considered necessary by the Board of Governors..

Area	Governance
Prepared By	Clerk to Governors
Approved by	Board of Governors
Document Manager	Clerk to Governors
Last Updated/approved	September 2021
Next Review Due	September 2024

Appendix A – Terms of Reference

AUDIT COMMITTEE

1. Membership	1.1	Between 3 and 5 Board Members (excluding the Chair of the Board of Governors, members of the Finance and Resources Committee and the Principal)
	1.2	At least one member should have recent and relevant experience in finance, accounting or auditing.
	1.3	The Committee may, if it considers it necessary or desirable, co-opt up to two External Expert Members with particular expertise who may count towards the quorum.
	1.4	Members should not have significant interests or executive responsibility for the management of the School.
2. Quorum	2.1	Two members, with a majority of those present being Board Members.
3. Frequency of Meetings	3.1	At least three times per year. The internal or external auditors may request a meeting if they consider that one is necessary.
4. Attendance at meetings	4.1	Director of Finance and Resources and, once per year, the Principal and CEO, neither of whom shall have voting rights. A representative of each of the internal auditors and external auditors shall normally attend meetings where business relevant to them is to be discussed. The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary but they will not have voting rights
	4.2	At least once a year the Committee should meet with the external and internal auditors without any officers present.
	4.3	Other Board Members (other than the Chair of the Board and the Chair of the Finance and Resources Committee) shall have the right of attendance, save that the Committee may, when they are satisfied that it is appropriate, go into confidential session and exclude all other participants and observers other than the Clerk to Governors. Such persons shall not have a vote.
5. Authority	5.1	The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any Board member, Committee or employee of the School and all Board members and employees of the School are directed to co-operate with any request made by the Committee.
	5.2	The Committee is authorised by the Board to obtain outside legal or other independent professional advice provided that the Committee may not incur direct expenditure in this respect in excess of £2,000, without prior approval of the Board.
	5.3	The Audit Committee will review the audit aspects of the draft annual financial statements. These aspects will include the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the external auditors' management letter. The Committee will, where appropriate, confirm with the internal and external auditors that the effectiveness of the governance and internal control system has been reviewed, and comment on this in its annual report to the Board of Governors.

		5.4	The Committee shall not add to these terms of reference responsibilities that require the Audit Committee to adopt an executive role except for matters linked to the provision of assurance and delegated to it.
6.	Duties	6.1	Advise the Board of Governors on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors, and any questions of resignation or dismissal of the external auditors
		6.2	Discuss with the external auditors, before the audit begins, the nature and scope of the audit.
		6.3	Discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter, incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of management where necessary).
		6.4	Consider and advise the Board of Governors on the appointment and terms of engagement of the internal audit service, the audit fee, the provision of any non-audit services by the internal auditors, and any questions of resignation or dismissal of the internal auditors
		6.5	Review the internal auditors' audit risk assessment, strategy and programme; consider major findings of internal audit investigations and management's response; and promote co-ordination between the internal and external auditors. (The committee will ensure that the resources made available for internal audit are sufficient to meet the School's needs (or make a recommendation to the Board of Governors as appropriate)).
		6.6	Keep under review the effectiveness of the risk management (including academic risk), control and governance arrangements, and in particular review the external auditors' management letter, the internal auditors' annual report, and management responses.
		6.7	Consider those risks allocated to the Committee for oversight.
		6.8	Monitor the implementation of agreed audit-based recommendations, from whatever source.
		6.9	Ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the funding council's accounting officer, have been informed
		6.10	Satisfy itself that suitable arrangements are in place to ensure sustainability and promote economy, efficiency and effectiveness.
		6.11	Receive any relevant reports from the National Audit Office (NAO), CDD, the funding council(s) and other organisations.
		6.12	Monitor annually the performance and effectiveness of the external and internal auditors, including any matters affecting their objectivity (including review of their statement of processes to ensure independence), and make recommendations to the Board of Governors concerning their reappointment, where appropriate.

		6.13	Consider elements of the annual financial statements in the presence of the external auditors, including the auditors' formal opinion, the statement of members' responsibilities and the statement of internal control, in accordance with the funding councils' accounts directions.
		6.14	In the event of the merger or dissolution of the institution, ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.
		6.15	Consider and approve or advise the governing body on policies related to ethical and other behaviours, including <ul style="list-style-type: none"> • Anti-Bribery • Whistleblowing • Fraud and irregularity • Risk and consider notification of any action taken under these policies.
7.	Performance Monitoring	7.1	The Committee will periodically (at least every four years) undertake a review of its own effectiveness and recommend any necessary changes to the Board of Governors. Notwithstanding this, the Committee will ensure that it considers its own performance against agreed performance indicators annually.
8.	Chair	8.1	The Chair of the Committee will be appointed by the Board of Governors.
9.	Committee Servicing	9.1	The Committee will be serviced by the Clerk to the Governors.
10.	Reporting Procedures	10.1	Minutes of the meeting will be presented to the next available Board Meeting.
		10.2	The Committee will provide an Audit Committee Annual Report covering the School's financial year and any significant issues up to the date of preparing the report. The report will be addressed to the Board of Governors and the Principal (designated officer) and will summarise the activity of the Committee for the year, highlighting any significant issues arising up to the date of preparation of the report. It will give the Committee's opinion on the adequacy and effectiveness of the School's arrangements for risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts) sustainability, economy, efficiency and effectiveness (value for money). The management and quality assurance of data submitted to the Higher Education Statistics Agency, the Student Loans Company, ESFA, the OfS, Research England and other bodies. The opinion will be based on the information presented to the Committee. The Audit Committee Annual Report should normally be submitted to the Board of Governors before the members' responsibility statement in the annual financial statements is signed.
11.	Appointing Authority	11.1	Members shall be appointed by the Board of Governors.
12.	Approval and Reviews of terms of reference	12.1	These Terms of Reference will be reviewed by the Committee and approved by the Board of Governors at least biennially. Date current version approved: May 2021

			Review due: May 2023
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FINANCE AND RESOURCES COMMITTEE

1.	Membership	1.1	Between three and five members of the Board of Governors (excluding members of the Audit Committee), plus the Principal.
		1.2	The Committee may, if it considers it necessary or desirable, appoint up to two external experts with particular expertise.
2.	Quorum	2.1	Two, excluding any staff members, with Board members in the majority
3.	Frequency of Meetings	3.1	At least three times per year.
4.	Attendance at meetings	4.1	The Director of Finance and Resources shall normally attend meetings at the invitation of the Committee, and the Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
		4.2	Other board members (other than the Chair of the Audit Committee) shall have the right of attendance, save that the Committee may, when they are satisfied that it is appropriate, meet without staff or student members being in attendance. Such persons shall not have a vote.
5.	Authority	5.1	The Committee is authorised by the Board of Governors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any board member, Committee or employee of the School and all board members and employees of the School are directed to co-operate with any request made by the Committee.
		5.2	The Committee is authorised by the Board of Governors to obtain outside legal or other independent professional advice provided that the Committee may not incur direct expenditure in this respect in excess of £2,000, without prior approval of the Board of Governors.
6.	Duties	6.1	Consider all matters of financial strategy and policy and make recommendations to the Board of Governors as appropriate.
		6.2	Monitor and review the financial performance of the School, including relevant staffing KPIs, such as FTE numbers.
		6.3	Review the annual financial statements of the School and recommend them to the Board for approval.
		6.4	Consider and recommend to the Board the annual budget for income and expenditure.
		6.5	Periodically review and approve the School's investments, borrowing and treasury management strategy.
		6.6	Periodically review the School's arrangements for insurance.
		6.7	Consider and recommend to the Board of Governors the School's banking arrangements.

		6.8	Monitor the planning, implementation and progress against approved major capital expenditure projects in excess of £200,000.
		6.9	Consider and monitor the arrangements and policies in relation to Health and Safety and advise the Board thereon.
		6.10	Consider, and advise the Board on all specific accommodation and facilities proposals including funding of any project involving the construction or entering into leasehold agreements of accommodation and disposals of sites or buildings
		6.11	To review the financial implications of new business development proposals, new activities and new courses, along with associated staff resourcing and costs, and making recommendations to the Board where appropriate.
		6.12	Monitoring compliance with the Office for Students' financial requirements and obligations
		6.13	Consider and approve the following policies: <ul style="list-style-type: none"> • Financial Regulations • Travel • Reserves • Treasury Management
		6.14	Approve any matters reserved to the Committee in the Financial Regulations.
		6.15	Consider those risks allocated to the Committee for oversight.
7.	Performance Monitoring	7.1	The Committee will consider its own performance against agreed performance indicators and report on this to the Board of Governors annually.
8.	Chair	8.1	The chair of the Committee will be appointed by the Board of Governors.
9.	Committee Servicing	9.1	The Committee shall be serviced by the Clerk to the Governors.
10.	Reporting Procedures	10.1	Minutes of the meeting will be presented to the next available board meeting.
11.	Appointing Authority	11.1	Members shall be appointed by the Board of Governors.
12.	Approval and Reviews	12.1	These terms of reference will be reviewed and approved by the Board of Governors on a biennial basis. Date approved: May 2021 Review due: May 2023

NOMINATIONS AND GOVERNANCE COMMITTEE

1.	Membership	1.1	Up to three Board members (one of whom should be Chair of the Board) and the Principal.
		1.2	The Committee may, if it considers it necessary or desirable, co-opt up to two External Expert Members with particular expertise who may count towards the quorum.
2.	Quorum	2.1	Two, with Board members in the majority.
3.	Frequency of Meetings	3.1	Normally once per term.
4.	Authority	4.1	The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any Board Member, Committee or employee of the School and all Board Members and employees of the School are directed to co-operate with any request made by the Committee.
		4.2	The Committee is authorised by the Board to obtain outside legal or other independent professional advice provided that the Committee may not incur direct expenditure in this respect without prior approval of the Board.
5.	Attendance at meetings	5.1	The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
		5.2	Other Board Members shall have the right of attendance, save that the Committee may, when they are satisfied that it is appropriate, meet without staff or student members being in attendance. Such persons shall not have a vote.
6.	Duties	6.1	Initiating searches for potential candidates and considering and advising the Board on the composition and balance of the Board, taking into account a regular audit of the skills of the Board.
		6.2	Interviewing and nominating candidates to fill Governor vacancies on the Board and determining the process whereby candidates are identified and nominated having regard to the most recent skills audit.
		6.3	Considering succession planning for Board postholders, including the Chair, Vice-Chair and Committee Chairs through an open and transparent recruitment process including external advertisement, where appropriate and making recommendations to the Board.
		6.4	Being responsible for identifying and nominating candidates for the approval of the Board to fill vacancies for External Expert members of committees.
		6.5	Being responsible for the oversight of the election processes for the appointment of staff and student members,
		6.6	To be responsible for overseeing the effectiveness of the Governing Body and that of its committees, in accordance with the good practice provisions of the higher education sector Code of Governance,

			including the appointment of any independent persons to assist in the process;
		6.7	Developing and keeping under review such other policies as required for the effective governance of the School including but not exclusively i. Rules and Bye laws ii. Scheme of Delegation iii. Instrument and Articles iv. Code of Conduct v. Procedures for the appointment of members of the Board of Governors
		6.8	Developing policies and procedures for the recruitment, induction, training and appraisal of Board members and overseeing and reviewing the implementation of such policies and procedures.
		6.9	Monitoring and review of agreed governance KPIs
7.	Performance Monitoring	7.1	The Committee will consider its own performance against agreed performance indicators and report on this to the Board of Governors annually.
8.	Chair	8.1	The Chair of the Board of Governors shall chair the Committee.
9.	Committee Servicing	9.1	The Committee shall be serviced by the Clerk to the Governors.
10.	Reporting Procedures	10.1	Minutes of the meeting will be presented to the next available Board Meeting.
11.	Appointing Authority	11.1	Members shall be appointed by the Board of Governors.
12.	Approval and Reviews	12.1	These Terms of Reference will be reviewed and approved by the Board of Governors biennially. Date approved: October 2020 Review due: October 2022

REMUNERATION AND STAFFING COMMITTEE

1.	Membership	1.1	Four Board Members (excluding staff and student members) including the Chair of the Board of Governors.
		1.2	The Committee may, if it considers it necessary or desirable, appoint up to two External Experts.
		1.3	The Chair of Finance Committee should normally be a member.
2.	Quorum	2.1	Two, with Board members in the majority.
3.	Frequency of Meetings	3.1	At least twice per year.
4.	Attendance at meetings	4.1	The Principal, and Director of Finance and Resources shall normally attend meetings at the invitation of the Committee except where their remuneration package is being considered. The HR Manager may also attend meetings where appropriate. The Committee shall have the power to invite such other persons, including senior post holders, to attend meetings as may be desirable and necessary.
		4.2	Other Board members shall have the right of attendance, save that the Committee may, when they are satisfied that it is appropriate, meet without staff or student members being in attendance. Such persons shall not have a vote.
5.	Authority	5.1	The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any Board Member, Committee or employee of the School and all Board Members and employees of the School are directed to co-operate with any request made by the Committee.
		5.2	The Committee is authorised by the Board to obtain outside legal or other independent professional advice provided that the Committee may not incur direct expenditure in this respect without prior approval of the Board.
6.	Duties	6.1	Review and determine the Board’s policy on remuneration (including senior post-holders) so as to: <ul style="list-style-type: none"> • ensure that staff are fairly rewarded; and • give due regard to the interests of the public and of the financial health of the School.
		6.2	Determine the specific remuneration packages of the Principal and other senior post-holders, and in so doing shall consider the following component elements: <ul style="list-style-type: none"> • basic salary • benefits in kind • annual bonus/performance related elements • pension provisions

			<ul style="list-style-type: none"> the main terms and conditions in each senior post-holder's service agreement, with particular reference to the notice provisions. The remuneration of other management posts to ensure consistency in relativities and pay and conditions of staff across the School.
		6.3	<p>Evaluate annually the specific remuneration packages of the Principal and other senior post-holders against:</p> <ul style="list-style-type: none"> Performance goals and objectives. An appropriate peer group.
		6.4	<p>Determine any compensation (including the augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Principal or any other senior post-holder with the broad aim of:</p> <ul style="list-style-type: none"> avoiding rewarding poor performance. dealing fairly with cases where early termination is not due to poor performance.
		6.6	<p>Review the Board's policies in relation to all aspects relating to the remuneration and employment of the Principal and other senior post-holders.</p>
		6.7	<p>Advise the Board regarding annual pay awards for all staff (other than Senior Post Holders).</p>
		6.8	<p>Consider those risks allocated to the Committee for oversight.</p>
		6.9	<p>Consider and approve the following policies:</p> <ul style="list-style-type: none"> Remuneration and Reward. Policy on income derived from external activities
		6.10	<p>To comply with the CUC HE Remuneration Code, produce and publish a readily accessible annual statement, based on an annual report.</p>
		6.11	<p>Considering and recommending the School's HR Strategy to the Board.</p>
		6.12	<p>Reviewing and monitoring key performance indicators in relation to the School's HR functions and staff development</p>
		6.13	<p>Reviewing and monitoring significant changes to the School's employment policies and procedures and framework of pay and conditions for staff.</p>
		6.14	<p>Reviewing and monitoring the School's HR arrangements to ensure they conform with its policies on Equality and Diversity</p>

		6.15	Reviewing and considering any proposed significant staffing changes, referring any proposals with substantial additional resource implications to the Finance and Resources Committee.
		6.16	Reviewing and considering any proposals for restructuring within the organisation, in particular those where collective consultation is required or where redundancies may be made.
		6.17	Reviewing and monitoring the health and wellbeing of staff, including consideration of any reports on staff surveys.
7.	Performance Monitoring	7.1	The Committee will consider its own performance against agreed performance indicators and report on this to the Board of Governors annually.
8.	Chair	8.1	The Chair of the Committee will be appointed by the Board of Governors but shall not be the Chair of the Board
9.	Committee Servicing	9.1	The Committee shall be serviced by the Clerk to the Governors, except where his/her remuneration package is being considered.
10.	Reporting Procedures	10.1	Decisions will be presented to the next available Board Meeting.
11.	Appointing Authority	11.1	Members shall be appointed by the Board of Governors.
12.	Approval and Reviews	12.1	These Terms of Reference will be reviewed and approved by the Board of Governors biennially. Date approved: July 2021 Review due: July 2023