



## **University Council Scheme of Delegation 2021/22**

### **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 Trinity Saint David 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 UWTSD. 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. The principles of delegation on financial matters are set out in Ordinance IV.
4. The Council and those to whom powers are delegated shall at all times act within the requirements of the HEFCW Memorandum of Assurance and Accountability and 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 University's 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 Trinity Saint David (UWTSD) 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.

#### **Functions and Powers of the Council**

14. Under Article XI of the Charter, the Council may delegate all or any of its functions with the exception of:
  - (a) the determination of the character and mission of the University, including the determination of the academic year of the University and the appointment of the Vice-Chancellor;
  - (b) the responsibility for ensuring the solvency of the University and for safeguarding its assets, including the appointment of auditors, the establishment of an Audit Committee and the approval of the University's annual audited accounts;
  - (c) the making of, alteration, amendment or addition to the Charter or the Statutes.
15. Under Statute VI (2), the following powers and duties must be discharged direct by the Council and may not be delegated:
  - (a) To act as the governing body of the University.
  - (b) In accordance with Article XVI of the Charter, to add to or amend the Charter of the University.
  - (c) In accordance with Articles XVII and XVIII of the Charter, to make, add to, amend or repeal the Statutes of the University.
  - (d) To make, add to, amend or repeal the Ordinances of the University, provided such Ordinances shall not be repugnant to the provisions of the Charter or the Statutes.
  - (e) To appoint the President and the Vice President.
  - (f) To govern and regulate the finances, accounts, investments, property, business and affairs of the University, and for that purpose to appoint Bankers and any other administrative officers or agents whom it may seem expedient to appoint.
  - (g) To approve the borrowing of money on behalf of the University and for that purpose, if the Council thinks fit, to mortgage or exchange or charge all or any part of the property of the University whether real or personal, and to give such other security, whether upon real or personal property or otherwise, as the Council may think fit.
  - (h) To act as trustees for any property, legacy, endowment, bequest or gift in support of the objects of the University.
  - (i) To approve the sale, purchase, exchange, lease and acceptance of leases of real and personal property on behalf of the University.
  - (j) To approve the annual financial statements.

- (k) To appoint the Auditor or Auditors to audit the financial statements and other accounts of the University.
  - (l) To ensure the estate is adequate for the discharge of the objects of the University and to approve any estates strategy.
  - (m) To approve the strategic plans of the University.
  - (n) To monitor the performance and progress of the University and to require issues raised by such monitoring to be addressed.
  - (o) To make final decisions on strategic policy matters relating to staffing and employment.
  - (p) To establish a Committee of Selection for the office of Vice-Chancellor, and to appoint the Vice-Chancellor.
  - (q) To supervise, review, refer back, control, amend or disallow any act of the Senate and to give directions to the Senate.
  - (r) To select a Seal and Arms for the University, and to oversee the custody and use of the Seal.
  - (s) To approve the constitution of the Students' Union and, so far as is reasonably practicable, to ensure that the Students' Union operates in a fair and democratic manner and is accountable for its finances.
  - (t) To confer the power to make Regulations concerning administrative or academic matters, upon Senate, committees of Council or other organs of the University, to remove or amend such power, and to amend, revoke and repeal any such Regulations.
16. Under Statute VI.3, and subject to the provisions of Statute VI.2, the Council has the authority to delegate powers and duties:
- (a) to the Vice-Chancellor, as Chief Executive and Chief Accounting Officer;
  - (b) to the Senate, as prescribed by Ordinance;
  - (c) to the committees established by the Council, as prescribed by Ordinance;
  - (d) to other officers of the University, as prescribed by Ordinance.
17. Ordinance II, 7 (g) states that the Council may delegate functions and authority providing that:
- (a) The delegation shall not be repugnant to the terms of the Charter, Statutes, Ordinances and Regulations of the University;
  - (b) The terms of the delegated authority shall be clearly set out in writing to the delegate;
  - (c) In the case of delegation to a Standing Committee, the delegated authority shall be set out in the terms of reference of that Committee, as approved by the relevant body, or by resolution on the part of the delegating body.

**Delegation to the Vice-Chancellor**

18. Under Article IX of the Charter, the Vice-Chancellor is the Chief Executive, Principal Academic and Administrative Officer, and Chief Accounting Officer of the University and Chair of the Senate. S/he has power to confer the degrees, awards and other academic distinctions of the University.
19. Under Ordinance, the Council has delegated the following to the Vice-Chancellor.
- (a) long and short-term planning and allocation of resources to all parts of the University Group and producing plans in accordance with HEFCW requirements;
  - (b) the allocation of budgets;
  - (c) the development of all strategic and operational plans; the stewardship of all financial resources, capital and revenue, within limits prescribed by Ordinance; and the organisation and management of all staff resources.
20. Under Ordinance, the Vice-Chancellor may delegate defined duties and powers to the Deputy Vice-Chancellors, Pro Vice-Chancellors and Deans.

**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 and, where appropriate, the severance conditions of the Vice-Chancellor, Deputy Vice-Chancellors, Pro Vice-Chancellors and the Clerk to the Council	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 II, 8 (f), the Chair of the Council (or the Vice-Chairs 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-Chairs 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-Chairs of the Council) shall be reported to the next meeting of the Council.

### Use of the Common Seal

26. In accordance with Article XI of the Charter, the Council has the custody and sole use of the Common Seal of the University. The Clerk to the Council is responsible to the Council for the security of the Seal and for authorising its use in accordance with the terms set out in Ordinance II, 11.
27. Documents to which the Seal is affixed can only be signed by:
- (a) the Vice-Chancellor; (or a Deputy Vice-Chancellor acting on behalf of the Vice-Chancellor); together with one of
  - (b) the Chair of the Council (or the Vice-Chairs of the Council acting on behalf of the Chair); a Deputy Vice-Chancellor; a Pro Vice-Chancellor; the Clerk to the Council.
28. The Clerk will seek written confirmation from the Vice-Chancellor or a Deputy Vice-Chancellor that a document has been appropriately scrutinised prior to affixing the Seal.
29. Normally the Clerk will be present when the Seal is affixed but may authorise a member of his/her staff to affix the Seal in his/her absence. Such authorisation must be given in writing.

### Authority to Execute Documents

30. Under Section 333 of the *Charities Act 2011*<sup>1</sup>, the Council may confer on any two or more of its members authority to execute in the names and on behalf of the whole Council

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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

documents for giving effect to transactions to which the Council is a party. Any document executed in this way carries the same effect as if executed by the whole body.

31. Council has determined that this authority may be executed on its 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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(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.