

University of Northampton

Statement of responsibilities and scheme of delegation

Introduction

This Statement and Scheme sets out the collective responsibilities and authorities of the Board of Governors, and the decisions the Board has delegated.

This Statement and Scheme is part of the governing documents of the University, and should be read alongside the Instrument and Articles of Governance and the Bye-Laws.

Purpose and responsibility of the Board

The purpose of the Board is:

- To approve the University's strategy and ensure that the University is operated effectively to achieve that strategy
- Stewardship and trusteeship of the University's long-term sustainability and resources

In carrying out its duties, the Board is responsible to staff, students, regulators, funders, tax-payers, and the communities in which the University operates.

Strategy and performance

The primary responsibilities of the Board are to:

A	Approve the University's vision, mission, strategy and operational plan. Determine the educational character and mission of the University
The Board does this by:	
<ul style="list-style-type: none">• Receiving and interrogating recommendations from the University Leadership Team	
B	Monitor and evaluate University performance and leadership
<ul style="list-style-type: none">• Receiving and interrogating performance information	
C	Receive assurance that the University's vision, mission, strategy and performance meet the interests of stakeholders and that the University carries out its charitable purpose for the public benefit. The University has charitable status, and its charitable purpose is the advancement of education
<ul style="list-style-type: none">• Receiving and interrogating information from stakeholders through the Board's committees• Approving and monitoring strategy	

The Board's other responsibilities and authorities are to:

1	Approve the University's overall key performance indicators
----------	-------------------------------------------------------------

The Board hereby delegates the following:

	Decision	Responsible
2	Approve, after consultation with the Board/its committees, the supporting plans/sub-strategies to deliver the vision, mission and strategy, subject to the further provisions in this scheme on matters that require Board approval	University Leadership Team
3	Decide how the University is organised, directed and managed and lead the staff	Vice-Chancellor
4	Determine the arrangements for the academic, corporate, financial, estate and human resource management of the University, subject to the further provisions in this scheme on the matters that require Board approval and Senate consultation	Vice-Chancellor

Constitution

The primary responsibilities of the Board are to:

D

Establish, review, vary, revoke, and replace the governing documents (Instrument and Articles of Government, Bye-Laws and this Statement of Responsibilities and Scheme of Delegation)

How the Board does this:

- Regular review of the governing documents by the Nominations and Governance Committee, which makes recommendations to the Board

The Board's other responsibilities and authorities are to:

5

Decide to change the name of the Corporation

Risk and control

The primary responsibilities of the Board are to:

E	Determine the University's overall risk appetite and the risk appetite for individual issues the Board judges significant
How the Board does this:	
<ul style="list-style-type: none">• Regular review of risk appetite through the Audit and Risk Committee• Risk considerations as part of all reports to the Board	
F	Approve all decisions with a significant impact on the University's risk profile or exposure
<ul style="list-style-type: none">• Recommendations are received from the University Leadership Team via a committee of the Board	
G	Ensure that sound systems of risk management and internal control are in place and are maintained
<ul style="list-style-type: none">• The Audit and Risk Committee assesses this and reports to the Board	

The Board's other responsibilities and authorities are to:

6	Monitor the principal risks and the operation of controls. This responsibility is shared with the Audit and Risk Committee which reports to the Board
7	Approve the Risk Management Policy and Procedure

8	Decide which University-level policies the Board will approve
9	Appoint and remove internal and external auditors. Agree their terms of engagement and fee
10	Approve the establishment of any new University companies, joint venture arrangements or acquisition of a controlling interest in any company, including any new sub-subsidiaries of those companies and the procedure to be followed to do so
11	Approve the policy on anti-bribery, fraud and corruption
12	Approve, on the recommendation of the University Leadership Team, the acceptance of donations to the University from individuals, governments or states with which the UK has no standard diplomatic relations and from entities based in those states

The Board hereby delegates the following:

	Decision	Responsible
13	Agree the provision of non-audit services by auditors	Audit and Risk Committee
14	Agree the procedure for the selection of internal and external auditors	Audit and Risk Committee
15	Approve the strategy/work plan of internal and external auditors	Audit and Risk Committee
16	Approve the Treasury Management Policy	Infrastructure and Resources Committee

17	Approve and review the governance framework between the University and its subsidiaries	Nominations and Governance Committee
18	Agree the appointment of company directors to represent the University on the University's subsidiary and related companies	University Leadership Team

Students and academic quality, standards and operations

The primary responsibilities of the Board are to:

H	Receive and test assurance that academic governance is adequate and effective. Provide assurance on academic standards and the integrity of academic qualifications
How the Board does this:	
<ul style="list-style-type: none"> Through its protocols with the Senate and the work of the People, Culture, Quality and Standards Committee which reports to the Board on its level of assurance about academic standards and quality 	

The Board's other responsibilities and authorities are to:

19	Receive assurance that adequate provision has been made for the welfare of students, through the People, Culture, Quality and Standards Committee
-----------	---------------------------------------------------------------------------------------------------------------------------------------------------

The Board hereby delegates the following:

	Decision	Responsible
20	Determine, after consultation with the Senate, the University's academic activities	Vice-Chancellor
21	Decide how all matters in Section 3.3 of the Articles of Governance are managed and organised	Senate

22	Approve protocols between the Board and Senate	Senate and People, Culture, Quality and Standards Committee
23	Determine the award of degrees to individuals	Senate
24	Approve its own terms of reference, membership and committee structure	Senate
25	Decide to suspend or expel students on disciplinary grounds. Implement decisions to expel students for academic reasons	Vice-Chancellor
26	Jointly approve the criteria and procedures for granting honorary awards, and the award of honorary awards	Senate and People, Culture, Quality and Standards Committee
27	Ensure that formal student complaints are addressed in accordance with the Student Complaints Policy	Academic Registrar
28	Determine the criteria for the admission of students	Senate
29	Determine the criteria for the appointment and removal of external examiners	Senate
30	Determine the policies and procedures for assessment and examination of the academic performance of students	Senate
31	Determine the content of the curriculum	Senate
32	Determine policies and procedures for the validation and review of courses	Senate

33	Determine procedures for the award of qualifications	Senate
34	Determine procedures for honorary academic titles	Senate
35	Determine procedures for the expulsion of students for academic reasons	Senate

Sustainability, solvency and finance

The primary responsibilities of the Board are to:

I	Be the trustee and steward of the University's assets, resources and long-term future
How the Board does this:	
<ul style="list-style-type: none">• By focusing on risk and receiving and interrogating long-term plans and performance data	
J	Approve all decisions that may have significant implications for the University's sustainability
<ul style="list-style-type: none">• Receiving recommendations from the University Leadership Team, normally via a Board committee	
K	Approve the University's annual budget and annual financial statements
<ul style="list-style-type: none">• Receiving recommendations from the University Leadership Team via the Infrastructure and Resources Committee (budget) and the Audit and Risk Committee (financial statements)	
L	Ensure that adequate and effective arrangements are in place to provide transparency about value for money for students and taxpayers
<ul style="list-style-type: none">• Approving the Financial Statements for publication on the University's website	

The following sections must be read in conjunction with the University's Financial Regulations which set out all of the financial authorities and responsibilities.

The Board's other responsibilities and authorities are to:

36	Approve projects, asset purchases, linked procurement contracts or major development schemes with value above £750,000 excluding VAT
37	Appoint the University's bankers
38	Authorise all borrowing except short term overdrafts
39	Approve investment in share capital of another company where this has a value over £500k
40	Approve and authenticate the use of the University seal
41	Approve proposals/projects for submission to the bond guarantor where these require guarantor approval
42	Approve the Financial Regulations
43	Approve any lease or licence of land or premises belonging to the University for periods over 7 years

The Board hereby delegates the following:

	Decision	Responsible
44	Decide how operational financial control is exercised and the budget and resources are managed	Vice-Chancellor
45	Approve financial forecasts for submission to the Office for Students or HM Treasury	Infrastructure and Resources Committee
46	Write off debt with a value of over £50,000	Audit and Risk Committee

47	Approve the TRAC return where this requires Board-level approval	Infrastructure and Resources Committee
48	Invest funds of the University not immediately required for the discharge of its functions, subject to the Treasury Management Policy and regular reporting to the Board	Vice-Chancellor
49	Approve individual contracts and purchase orders with a value of £500,000 to £750,000. Approve expenditure on minor works, defined as a project with a total value including fees, excluding VAT between £50,000 and £750,000	Vice-Chancellor, Chief Operating Officer
50	Determine the policy for the setting of tuition fees for full and part-time courses at the University which are not set by Statute or contractual agreement	University Leadership Team

Legal, statutory and regulatory

The primary responsibilities of the Board are to:

M	Carry out the responsibilities of the corporate body (the University of Northampton Higher Education Corporation) and therefore be the employing authority for staff, and the member of any company or corporation in which the University has membership
How the Board does this:	
<ul style="list-style-type: none">• Through the exercise of the responsibilities, authorities and delegations as set out here and in the University's other governing documents	
N	Ensure that systems are in place for meeting all of the University's legal, statutory and regulatory duties
<ul style="list-style-type: none">• By receiving assurance from the relevant staff to the Board's committees about the policies and control frameworks in their areas of responsibility	
O	Ensure that systems are in place for meeting all the Board's legal, statutory and regulatory duties
<ul style="list-style-type: none">• Through reporting from the Board's committees. There is more information about how the Board carries out its specific legal duties below	

The Board's other responsibilities and authorities are to:

51	Agree any governance code which the University will follow
-----------	------------------------------------------------------------

How the Board does this:

- The Nominations and Governance Committee keeps this under review and makes recommendations to the Board

52

Ensure the University's compliance with the Office for Students' conditions of registration, including terms and conditions of funding and accounts direction

- Board committees (Nominations and Governance, Audit and Risk and People, Culture, Quality and Standards) are responsible for monitoring compliance and reporting to the Board

53

Responsible for interactions between the University and the Office for Students, and for interactions between the University, the Office for Students and its designated bodies

- Monitoring the reportable events submitted to the OfS
- The Audit and Risk Committee receives assurance about the quality of data submitted and reports to the Board

54

Have due regard to the need to prevent people being drawn into terrorism

- All governors receive and regularly refresh Prevent training
- The People, Culture, Quality and Standards Committee oversees compliance with the Prevent duty and reports to the Board

55

Receive assurance that systems are in place to allow the University to carry out its duties under the Health and Safety at Work Act, and the Corporate Manslaughter and Homicide Act. Approve the University's Health and Safety Management Policy

- The Infrastructure and Resources Committee seeks assurance on behalf of the Board and reports to the Board

56	Promote a culture which supports inclusivity and diversity across the University. With the University's leadership, ensure that the University fulfils and upholds the Public Sector Equality Duty
	<ul style="list-style-type: none"> • All governors receive and regularly refresh training on Equality and Diversity Essentials and Challenging Unconscious Bias • The ability to engage with EDI topics is an essential criteria of Board membership • The People, Culture, Quality and Standards Committee oversees the University's work on EDI and reports to the Board
57	Take such steps as are reasonably practicable to secure that the students' union operates in a fair and democratic manner and is accountable for its finances.
	<ul style="list-style-type: none"> • The Nominations and Governance Committee reviews the SU's constitution and the University's compliance with the requirements of the Education Act 1994 with respect to the SU • The Audit and Risk Committee reviews the SU's annual accounts. The University's Finance team reviews the SU's management accounts
58	Take such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the University
	<ul style="list-style-type: none"> • On behalf of the Board, the People, Culture, Quality and Standards Committee seeks assurance about the procedures for securing freedom of speech and reports to the Board on these
59	Approve the policy and/or code of practice on freedom of speech

60	Demonstrate a visible and ongoing commitment to preventing and responding to harassment and sexual misconduct
	<ul style="list-style-type: none"> On behalf of the Board, the People, Culture, Quality and Standards Committee seeks assurance about procedures, monitoring, and response to incidents, and reports to the Board on these

The Board hereby delegates the following:

	Decision	Responsible
61	Approve the constitution of the Students' Union	Nominations and Governance Committee
62	Approve the code of practice with the Students' Union	Nominations and Governance Committee
63	Approve the Access and Participation Plan, variations to it and returns against it as necessary	People, Culture, Quality and Standards Committee
64	Institute and defend legal proceedings with anticipated costs below £50,000	Vice-Chancellor
65	Approve the institution of legal proceedings with anticipated costs above £50,000	Audit and Risk Committee
66	Approve Prevent Duty reports where these require Board-level approval	People, Culture, Quality and Standards Committee

67	Sign the Board's accountability declaration on the Prevent return	Chair of the Board or Chair of a Board committee
68	Decide which events are Reportable Events to be submitted to the Office for Students	Board of Governors or Vice-Chancellor and/or University Leadership Team

Leadership and staff

The primary responsibilities of the Board are to:

P	Ensure that the University is effectively led and managed, and that leaders are held to account
How the Board does this:	
<ul style="list-style-type: none">• Receiving and interrogating long-term plans and performance data• Line management of the VC and performance oversight through the Remuneration Committee• Ensuring that personal objectives are set and monitored and that performance management policies and procedures are in place	

The Board's other responsibilities and authorities are to:

69	Appoint the Vice Chancellor
70	Appoint the Accountable Officer
71	Determine which University employees are senior post holders who are line-managed by the Board
72	Appoint, suspend and dismiss senior post holders
73	Determine the appointment process for senior post holders
74	Establish the disciplinary policy and procedure for senior post holders

75	Approve the appointment of a Conduct Committee and Investigating Manager(s) where a matter is raised under the Board's Disciplinary Policy and Procedure
76	Appoint a clerk/secretary to the Board of Governors on the recommendation of the chair of the recruitment exercise (normally the Chair of the Board or the Chief Operating Officer)
77	Dismiss the person appointed as clerk/secretary to the Board of Governors on the joint recommendation of the Chair of the Board and Chief Operating Officer
78	Approve the role description and changes to the role description of the clerk/secretary to the Board of Governors on the recommendation of the Chair of the Board and Chief Operating Officer

The Board hereby delegates the following:

	Decision	Responsible
79	Work collaboratively with the Chief Operating Officer to make recommendations to the Board on the appointment and dismissal of the clerk/secretary to the Board of Governors, and on the role description and changes to it	Chair of the Board
80	Determine the strategy and policy for pay and conditions of senior post holders, including performance related pay	Remuneration Committee, taking account of University strategy and policy

81	Determine the pay, terms and conditions, benefits, bonuses and severance arrangements of the senior post holders	Remuneration Committee
82	Approve the responsibilities of senior post holders, including role descriptions and person specifications	Nominations and Governance Committee/Search Committee
83	Approve the annual personal objectives of senior post holders	Remuneration Committee
84	Line manage the Vice-Chancellor	Chair of the Board
85	Approve the external commitments of senior post holders	Remuneration Committee
86	Approve arrangements for income from the external commitments of senior post holders	Remuneration Committee
87	Decide on the appointment, assignment, grading, appraisal, suspension, dismissal, pay, and terms and conditions of service of staff other than the senior post holders and clerk/secretary to the Board	Vice-Chancellor
88	Determine the staffing structure and division of responsibilities between staff, except senior post holders	Vice-Chancellor
89	Determine the strategy and policy for pay and conditions of staff outside the JNCHES framework	Remuneration Committee on the recommendation of the VC, taking account of University policy
90	Determine the appointment process for staff	Vice-Chancellor

91	Approve the remuneration package of staff including staff outside the JNCHES framework	Vice-Chancellor
92	Approve changes to the remuneration package of staff outside the JNCHES framework	Remuneration Committee, on the recommendation of the VC
93	Approve the performance related pay policy and procedure for staff outside the JNCHES framework	Remuneration Committee, on the recommendation of the VC
94	Approve the KPIs used to calculate performance related pay	Remuneration Committee
95	Approve the performance related pay policy and procedure for staff other than senior post holders and staff outside the JNCHES framework	Vice-Chancellor
96	Approve the annual personal objectives of staff, including those outside the JNCHES framework	Vice-Chancellor
97	Approve the award of performance-related pay and severance pay to staff outside the JNCHES framework	Remuneration Committee, on the recommendation of the VC
98	Approve honoraria payments to non-salaried positions appointed by the Board of Governors	Remuneration Committee
99	Establish the disciplinary policy and procedure for staff other than senior post holders	Vice-Chancellor

100	Approve the suspension and dismissal of staff other than senior post holders, the DVC and COO and the clerk/secretary to the Board	Vice-Chancellor
101	Approve the suspension and dismissal of the Deputy Vice-Chancellor and/or Chief Operating Officer	Vice-Chancellor, following consultation with the Board

Board Governance

The primary responsibilities of the Board are to:

Q Conduct its business in accordance with best practice in higher education governance as set out in the Public Interest Governance Principles and Higher Education Code of Governance, and in accordance with the ethical standards set out in the Seven Principles of Public Life

How the Board does this:

- Review against the Principles and Code, carried about by Nominations and Governance Committee
- Governing documents which uphold the Principles, Code and ethical standards, reviewed by the Nominations and Governance Committee
- Code of Conduct for members which makes the personal responsibilities and ethical standards clear. Disciplinary Policy and Procedure in place to address potential breaches

R Establish processes to monitor and evaluate the performance and effectiveness of the Board

- Through the work of the Nominations and Governance Committee and the Board's policies and procedures

The Board's other responsibilities and authorities are to:

102 Determine the Board's committee structure, establish Board committees and approve their terms of reference

103 Determine any allowances to be paid to Board members, other than travel and subsistence expenses

104	Appoint and remove Board members
105	Appoint the Chancellor and Pro-Chancellor. Establish and review the duties of the Chancellor and Pro-Chancellor
106	In respect of roles in the remit of the Board, decide which matters are referred to a Conduct Committee under the Board's Disciplinary Policy and Procedure

The Board hereby delegates the following:

	Decision	Responsible
107	Approve processes to monitor and evaluate the performance and effectiveness of the Board and its members	Nominations and Governance Committee
108	Approve role descriptions and person specifications for Board members, the Chair, Deputy Chair, Senior Independent Member, Committee Chairs and the Chancellor and Pro Chancellor	Nominations and Governance Committee
109	Approve the Board's internal policies and procedures	Nominations and Governance Committee
110	Approve recruitment processes for appointments to the Board and its committees	Nominations and Governance Committee
111	Approve induction and probation arrangements for governors and members of the Board's committees	Nominations and Governance Committee

112	Appoint and reappoint Chairs and Deputies of the Board's committees, following consultation with the existing Chair or Deputy	Nominations and Governance Committee
113	Appoint and reappoint members of the Board's committees	Nominations and Governance Committee
114	Approve the expenses of governors other than the Chair of the Board, in accordance with the relevant policy and procedure	Clerk to the Board of Governors
115	Approve the expenses of the Chair of the Board, in accordance with the relevant policy and procedure	Director of Finance

Version Control

Version	Date	Comments
2.0	25.09.2021	Approved by the Board of Governors
3.0	30.09.2022	Re-written version approved by the Board of Governors
3.1	07.11.2022	Change to line 88 per Board decision. Change name of University Management Team to University Leadership Team. Change 'senior managers' to 'staff outside the JNCHES framework' for clarity
4.0	30.11.2022	New version approved by the Board, combining the Scheme of Delegation with the Board's Statement of its Primary Responsibilities

4.1	19.07.2023	Updates to take account of changes to the Clerk to the Board role. Further minor updates
-----	------------	------------------------------------------------------------------------------------------