MANCHESTER METROPOLITAN UNIVERSITY

BOARD OF GOVERNORS

NOVEMBER 2019

SCHEME OF DELEGATION

The purpose of this document is to define the responsibilities of the Board of Governors, the Board's Committees, the Vice-Chancellor, the University Executive Group and the Academic Board. The responsibilities are as set out in the University's Constitutional Provisions and are in accordance with the University's Financial Regulations and with CUC guidance.

The responsibilities of the Board of Governors, the Vice-Chancellor and the Academic Board are set out in the University's Articles of Government. According to the Articles of Government, the Board may delegate or allocate its powers, authority and functions to committees, the Academic Board, the Chair, the Vice-Chancellor, any other holder of a senior post or any other staff of the University. The delegations must be clearly defined in writing and be formally approved by the Board of Governors. However, the Board of Governors is ultimately accountable and responsible for the actions and discussions taken by the Committees, Boards or persons to whom it has delegated its responsibilities.

The scheme is set out as follows:

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1 RESPONSIBILITIES OF THE BOARD OF GOVERNORS

1.1 Board Responsibilities that cannot be delegated

In accordance with the Articles of Government, the Board of Governors has a number of responsibilities that cannot be delegated. These are shown below:

1.1.1	The determination of the educational character and mission of the University.
1.1.2	The approval of the annual estimates of income and expenditure and the annual accounts.
1.1.3	Ensuring the solvency of the University and the Corporation and for safeguarding their assets.
1.1.4	The appointment of external auditors.
1.1.5	The appointment or dismissal of the Vice-Chancellor and Clerk.
1.1.6	The sealing of contracts.
1.1.7	The approval of contracts worth in excess of £5M.
1.1.8	The varying or revoking of the University's Articles of Government.

1.2 Board Responsibilities

The full list of Board responsibilities is shown below:

Governance	
1.2.1	The oversight of the University's activities.
1.2.2	The varying or revoking of the University's Articles of Government (subject to Privy Council approval).
1.2.3	Determination of membership numbers of the Board of Governors.
1.2.4	Appointment of members of the Board of Governors.
1.2.5	Appointment of Chair and Deputy Chair of the Board of Governors.
1.2.6	Establishment of committees of the Board of Governors.
1.2.7	Determination of allowances to be paid to members of the Board of Governors.
1.2.8	Establishment of processes to monitor and evaluate the performance and effectiveness of the governing body.
1.2.9	Ensuring that the Board's business is conducted in accordance with best practice in higher education corporate governance and with the principles

	of public life drawn up by the Committee on Standards in Public Life.
1.2.10	Safeguarding the good name and values of the University.
1.2.11	Ensuring that systems are in place for meeting the University's legal obligations, including those arising from contracts and other legal commitments made in the University's name.
1.2.12	The sealing of contracts (The Chairman or another member authorised by the Board of Governors together with any one of the following: • Any other member of the Board of Governors; • The Clerk to the Board of Governors; • Any other person authorised by the Board of Governors).
1.2.13	Appointment of a Clerk to act as secretary to the Board of Governors.
1.2.14	Making rules and byelaws with regards to the government and conduct of the University.
1.2.15	Approval of Students' Union constitution.
1.2.16	Approval of the composition of Academic Board.
1.2.17	Approval of the selection or election arrangements and periods of appointment of members of Academic Board.
1.2.18	Appointment of a Chancellor.
Strategy	
1.2.19	The determination of the educational character and mission of the University.
1.2.20	Assisting in the development of and approval of strategic plans and key performance indicators (KPIs), ensuring that these meet the interests of stakeholders.
1.2.21	Ensuring that processes are in place to monitor and evaluate the performance and effectiveness of the University against approved plans and KPIs, which should be, where possible and appropriate, benchmarked against other comparable institutions.
Finance	
1.2.22	The approval of the annual estimates of income and expenditure and the annual accounts.
1.2.23	Ensuring the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets.
1.2.24	The appointment of external auditors (on the recommendation of the Audit Committee).

1.2.25	The approval of contracts worth in excess of £5M.
1.2.26	Setting a framework for tuition fees and other fees payable to the University (subject to any terms and conditions attached to grants, loans or other payments paid or made by the appropriate HE Funding Council.
Human Resources	
1.2.27	The appointment, grading, assignment, appraisal, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor, the Clerk and other holders of senior posts.
1.2.28	Setting a framework for the pay and conditions of services of all members of staff.
1.2.29	The promotion of equality of opportunity and diversity for members of staff and students.
1.2.30	The health and safety of members of staff, students and other persons on the University's premises or where a duty of care exists.
1.2.31	To make rules relating to the conduct of staff (after consultation with staff).
1.2.32	Suspension from duty, with pay, of the holder of a senior post for alleged gross misconduct or other good and urgent cause (This is the responsibility of the Chair, or, in the Chair's absence, the Deputy Chair).
1.2.33	Determination of procedures for the suspension of staff (after consultation with staff).
1.2.34	Dismissal of the holder of a senior post (on the recommendation of a Special Committee).
1.2.35	Determination of procedures for the dismissal of staff (after consultation with staff).
1.2.36	Determination of grievance procedures (after consultation with staff).
Students	
1.2.37	Establishment of procedures to ensure that students have the fullest opportunity to raise matters of proper concern to them at all levels in the University as maybe deemed appropriate by the Board of Governors.
1.2.38	Make rules with respect to the conduct of students, including procedures for suspension and expulsion.

2 RESPONSIBILITIES OF THE CHAIR OF THE BOARD OF GOVERNORS

The Chair of the Board of Governors is responsible for:

2.1	The leadership of the governing body.
2.2	The effectiveness of the governing body.
2.3	Ensuring that the institution is well connected with its stakeholders.
2.4	The signing and sealing of contracts together with one of the following: • Any other member of the Board of Governors; • The Clerk to the Board of Governors; • Any other person authorised by the Board of Governors to act for that purpose.

The Chair of the Board of Governors shall have the power to act on behalf of the Board in matters of urgency subject to the action being reported to the Board at its next meeting.

3 RESPONSIBILITIES OF THE DEPUTY CHAIR OF THE BOARD OF GOVERNORS

The Deputy Chair of the Board of Governors, in the absence of the Chair, has delegated authority for the Chair's duties.

4 RESPONSIBILITIES OF THE VICE-CHANCELLOR

Subject to the responsibilities of the Board of Governors, the Vice-Chancellor is the chief executive of the University. Although the Vice-Chancellor may delegate the exercise of his/her powers and responsibilities to other members of staff as he/she considers appropriate, the Vice-Chancellor shall be accountable to the Board of Governors for exercise of such powers and responsibilities. The responsibilities of the Vice-Chancellor are shown below:

Governance	
4.1	The organisation, direction and management of the University and leadership of the staff.
4.2	The determination, after consultation with Academic Board, of the University's academic activities, and the determination of its other activities.
4.3	Chairmanship of Academic Board.
Strategy	
4.4	Making proposals to the Board of Governors about the educational character and mission of the University and for implementing the decisions of the Board of Governors.
Finance	
4.5	Preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of budget and resources, within the estimates approved by the Board of Governors.
4.6	Determination of tuition and other fees payable to the University within a framework set by the Board of Governors and subject to any terms and conditions attached to grants, loans or other payments paid or made by the appropriate HE Funding Council.
4.7	Fulfilling the duty as the designated Accountable Officer under the Office for Students' terms and conditions of funding for higher education institutions, responsible to the Board of Governors and to the Office for Students for the University's financial management and for the protection of its assets.
4.8	Satisfying the Board of Governors that the conditions upon which funding council grants are made to the University are complied with.
4.9	Advising the Board of Governors of any action or proposal that is incompatible with the Office for Students terms and conditions of funding for higher education institutions.
4.10	Signing the accounts of the University.
4.11	Approving all accounting procedures and financial records; such

	procedures to have due regards for the need to promote probity, integrity and accountability and to implement the requirements of the Office for Students and take account of advice from external and internal auditors.
Human Resources	
4.12	The appointment, assignment, grading, appraisal, discipline, suspension, dismissal and determination – within the framework set by the Board of Governors – of the pay and conditions of service of the staff other than the holders of senior posts as defined in Article 1.1 (Vice-Chancellor and Clerk and the holders of such other posts as the Board may determine).
4.13	Suspension from duty, with pay, of any member of staff other than the holder of senior post, for alleged misconduct or gross misconduct or other good and urgent cause.
4.14	Dismissal of any member of staff other than the holder of a senior post.
Students	
4.15	The maintenance of student discipline and, within the rules and procedures provided for within the Articles of Government, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

5 RESPONSIBILITIES OF THE UNIVERSITY EXECUTIVE GROUP

The University Executive Group, which includes the Vice-Chancellor, Deputy Vice-Chancellor, Chief Operating Officer, Pro-Vice-Chancellors, Director of Finance and Director of Human Resources, is responsible, under the leadership of the Vice-Chancellor, for managing the University, developing and delivering strategic and operational plans, agreeing policies and ensuring implementation.

6 RESPONSIBILITIES OF THE DEPUTY VICE-CHANCELLOR

The Deputy Vice-Chancellor, in the absence of the Vice-Chancellor, has delegated authority for the Vice-Chancellor's duties in the activities of his/her appointed role. This includes authority to execute academic agreements (including, but not limited to, agreements for taught provision, research, academic enterprise and collaborations including international collaborations) on behalf of the University.

7 RESPONSIBILITIES OF THE THEMATIC PRO-VICE-CHANCELLORS

The thematic Pro-Vice-Chancellors have delegated authority to preside over degree ceremonies. Other post holders with the authority to preside over degree ceremonies are the Chancellor, Vice-Chancellor and Deputy Vice-Chancellor.

8 RESPONSIBILITIES OF THE CHIEF OPERATING OFFICER AND CLERK TO THE BOARD OF GOVERNORS

The Chief Operating Officer (COO), in the absence of the Vice-Chancellor, has delegated authority for the Vice-Chancellor's duties in the University's non-academic activities, In addition, the COO and Clerk the Board of Governors is responsible for acting as Secretary to the Board of Governors. The Clerk is also responsible for:

- Holding the University Seal under secure arrangements, for signing deeds or documents requiring the University Seal with the Chair of the Board of Governors, or in their absence, the Deputy Chair or other person who may be authorised by the Board of Governors to act for that purpose.
- Submitting a report to each meeting of the Board of Governors detailing the use of the University's Seal since the last meeting.

9 RESPONSIBILITIES OF THE DIRECTOR OF FINANCE

The Vice-Chancellor may delegate financial responsibilities to the Director of Finance. The Director of Finance–is responsible, under the general direction of the Vice-Chancellor, for controlling the day-to-day financial administration of the University. The responsibilities of the Director of Finance, which are detailed in the Financial Regulations, include:

9.1	Execution of agreements (not under seal) on behalf of the University that give rise to any risk, liability (financial or otherwise) or responsibility on the part of the University.
9.2	Preparing annual capital and revenue budgets and financial plans.

9.3	Preparing accounts, management information, monitoring of expenditure against budgets and all financial operations.
9.4	Ensuring that the University maintains effective financial systems.
9.5	Providing professional advice to the Vice-Chancellor, members of the University Executive Group and Heads of Department on all matters in relation to income, expenditure, budget and cost controls.
9.6	Preparing financial returns and other periodic financial reports to the Office for Students and other agencies as required.
9.7	Opening or closing a bank account for dealing with the University's funds.

10 RESPONSIBILITIES OF THE BOARD'S COMMITTEES

Audit Committee	
10.1	To 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.
10..2	To discuss with the external auditors, before the audit begins, the nature and scope of the audit, 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).
10.3	To consider and advise the Board of Governors on the appointment and terms of engagement of the internal audit service (and the head of internal audit, if applicable), 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.
10.4	To review the internal auditors' audit risk assessment and strategy; to consider major findings of internal audit reviews and management's response; to promote co-ordination between the internal and external auditors; and to ensure that the resources made available for internal audit are sufficient to meet the institution's needs (or make a recommendation to the Board of Governors as appropriate).
10.5	To keep under review the effectiveness of the risk management, control and governance arrangements, and in particular to review the external auditors' management letter, the internal auditors' annual report, and management responses.
10.6	To monitor the implementation of agreed audit-based recommendations, from whatever source.
10.7	To ensure that all significant losses have been properly investigated and

	that the internal and external auditors, and where appropriate the Office for Students, have been informed.
10.8	To oversee the institution's policy on fraud and irregularity, including being notified of any significant action taken under that policy.
10.9	To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness.
10.10	To receive reports from internal audit, external audit and any other sources in connection with the management and quality assurance of data submitted to HESA, the Office for Students, the Student Loans Company and other bodies.
10.11	To monitor annually the performance and effectiveness of external and internal auditors, including any matters affecting their objectivity, and to make recommendations to the Board of Governors concerning their reappointment, where appropriate.
10.12	To 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 Office for Students' Accounts Directions.
10.13	In the event of the merger or dissolution of the institution, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.
Finance and Resources Committee	
	Strategies
10.14	To consider, to advise or determine, as appropriate, the University's strategies relating to finance, human resources, health and safety, estates, facilities, IT systems and environmental sustainability, ensuring alignment with the University's Strategy.
	Human Resources Matters
10.15	To make recommendations to the Board of Governors relating to staff behaviour and performance.
10.16	On behalf of the Board of Governors, to set a framework for the pay and conditions and pension arrangements of all staff (excluding the members of the University Executive Group whose remuneration is approved by the Remuneration Committee), taking into account any schemes of pay and conditions drawn up by relevant national bodies; regulatory requirements; and best practice.
10.17	To oversee the implementation and delivery of the University's People Strategy.
10.18	To review the University's Remuneration Policy Principles, as appropriate.

10.19	To ensure compliance with the University's legal obligations in relation to health and safety and equality and diversity.
	Financial Matters
10.20	To consider and make recommendations to the Board of Governors regarding: • The annual Financial Statements of the University and its subsidiary companies. • The University's budgets and financial forecasts. • A framework within which fees and other charges payable to the University shall be set. • Joint venture arrangements that lead to the establishment of a separate (new) legal entity in which the University will play any role. • The Financial Regulations.
10.21	To ensure compliance with the Office for Students' financial requirements and obligations.
10.22	To approve the acceptance of gifts of money, land or other property where the value is between £1m and £5m or advise the Board where the value is in excess of £5m.
10.23	To determine policies regarding borrowing and similar pecuniary liabilities, reserves, deficits, investments, sale and purchase of assets.
10.24	To approve the appointment of bankers and external investment and cash fund managers.
10.25	To consider the Students' Union's Financial Statements.
	Estates and IT and Infrastructure Matters
10.26	To consider and make recommendations to the Board of Governors regarding: • Capital and IT expenditure where project costs exceed £5m. • The Estate Strategy, acquisitions, developments or disposals where project costs exceed £5m.
10.27	To approve all matters of the Estate Strategy, acquisition, development or disposal if the value is between £1m and £5m.
10.28	To approve capital and IT expenditure where project costs are between £1m and £5m.
10.29	To review the progress on a regular basis of all capital projects with a value in excess of £1m and undertake post-project reviews of all estates projects where expenditure is in excess of £5 million.
10.30	To ensure that the University's capital and IT project commitments are in line with the University's medium and long term financial plans.

Nominations and Governance Committee	
10.31	To keep under review and advise the Board of Governors on the University's governance arrangements, ensuring adherence to regulatory requirements and best practice.
10.32	To develop processes for the Board's periodic review of its own effectiveness.
10.33	To advise the Board on the appointment of Chancellor.
10.34	To keep under review the membership, profile and diversity of the Board of Governors and undertake succession planning to ensure that vacancies on the Board are filled promptly by suitably qualified candidates.
10.35	To seek out possible candidates to join the Board and to recommend the appointment of new Governors to the Board and the reappointment of Governors whose specified terms of office are coming to an end.
10.36	To advise the Board on all matters relating to the process for the appointment of Governors.
10.37	To review the membership of the Board's Committees and to recommend to the Board the appointment of Governors and co-opted members to Committees and the appointment of Committee Chairs.
10.38	To oversee and monitor the implementation of Governor induction and training.
Remuneration Committee	
10.36	To have responsibility for setting the remuneration policy for the Vice-Chancellor, the Chief Operating Officer (whose role encompasses the Clerk to the Board), and other members of the University Executive Group, ensuring adherence to regulatory requirements and best practice. Remuneration shall include pay, pension and any other terms and conditions of employment.
10.37	To review the on-going appropriateness and relevance of the remuneration policy in relation to the Vice-Chancellor, the Chief Operating Officer and other members of the University Executive Group.
10.38	To approve the individual remuneration package of each member of the University Executive Group.
10.39	To approve the design of, and determine targets for, any performance related pay schemes for University Executive Group members, and approve the total annual payments under such schemes.
10.40	To ensure that severance terms on exit for any member of the University Executive Group comply with best practice, are fair to the individual, fair to

	the University, do not reward failure and fully recognise the duty to mitigate loss.
10.41	In respect of those duties laid out in these terms, pay particular attention to equality and diversity, making sure that reward policy and practice reflect the University's commitment to ensuring equal treatment.

11 RESPONSIBILITIES OF ACADEMIC BOARD

The responsibilities of the Academic Board are shown below:

11.1	For general issues relating to the research, scholarship, learning and teaching and courses at the University, 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; • the procedures for the expulsion of students for academic reasons. Such responsibilities shall be subject where appropriate to the requirements of validating and accrediting bodies.
11.2	Considering the development of the academic and related activities of the University and the resources needed to support them and for advising the Vice-Chancellor and the Board of Governors thereon
11.3	Advising on such matters as the Board of Governors or the Vice-Chancellor may refer to Academic Board

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