

# **BRUNEL UNIVERSITY OF LONDON**

## **Council Ordinance 7**

### **Scheme of Council Delegation**

1. The supreme governing body of the University is the Council, which has ultimate responsibility for all matters of governance.
2. In accordance with Article 6 of the Charter, Council may delegate any or all of its powers and functions to any appropriately qualified person or body within the University, other than the following which are reserved to Council:
  - 2.1 the appointment, dismissal and terms and conditions of the employment of the Vice-Chancellor;
  - 2.2 the appointment of auditors;
  - 2.3 the approval of the University's strategic plan;
  - 2.4 the approval of the University's financial forecasts and annual budget;
  - 2.5 the approval of the University's annual audited accounts; or
  - 2.6 the variation, amendment or revocation of the Charter, Statutes or Ordinances of the University.
3. Notwithstanding the reservation of these powers, the Chair of Council or the Deputy Chair of Council has the authority to exercise any of them in consultation with the Vice-Chancellor and President or the Deputy Vice-Chancellor. Such action may be taken only where it would be inappropriate to wait for the matter requiring consideration to be brought to a scheduled meeting of the Council. Before reaching a decision on any such matter the Chair of Council and the other persons must first consider whether the matter is of such significance that an Extra-Ordinary meeting of Council should be called. The Chair of Council is required to report to the next scheduled meeting of Council upon the exercise of such powers. Only the most exceptional circumstances would warrant the Chair in taking such action.
4. Council delegates to the Vice-Chancellor and President the day to day operations of the University and its activities encompassing the academic, corporate, financial, estate and human resources management. Where a power is not expressly reserved for Council, nor specifically delegated to a committee or senior officer, that power is assumed to be delegated to the Vice-Chancellor and President.
5. Council retains ultimate responsibility for all of its functions, even where delegated, and therefore it is expected that reports will be received as appropriate to enable Council to maintain a monitoring role.
6. Council may arrange for the discharge of certain of its functions by a relevant Committee or, where appropriate, by a senior officer. By the same principle a Committee or a senior officer may delegate their own functions.
7. This scheme identifies where the responsibility for Council's functions lies, and any matters which have been delegated to a Committee or senior officer for decision. This Ordinance sets out high-level delegation and should be read in conjunction with the

Charter, Statutes, Ordinances and Regulations, of the University.

8. Unless an issue is explicitly reserved for decision, then it is assumed that the relevant Committee or senior officer who is responsible for that particular function has the delegated power to act. A senior officer may, with the agreement of the Vice Chancellor and President and the relevant Chair, refer any matter to Council or the relevant Committee for a decision if this is regarded as necessary.
9. The Appendix to this Ordinance sets out a non-exhaustive record of powers delegated by Council but, for the avoidance of doubt, does not preclude Council from delegating its powers outside of that record.

### **Council Committees**

10. Council shall determine those matters on which decision may be reached by its Committees and their actions reported to it. All other matters are reserved to Council for its decision.
11. The matters in which decision must be made by Council and the areas in which decision may be made by Council Committees shall be set out in the terms of reference for the Committees contained in Ordinance 5 and shall be kept under annual review.
12. Council may seek recommendations from its Committees on matters reserved to Council for final decision. In making its decision Council may take account of, but shall not be bound by, Committee recommendations.
13. All Council Committees shall record in the minutes all decisions made under powers devolved from Council. The minutes of the meetings shall be lodged with the Secretary to Council.
14. All Council Committees shall, annually, consider their terms of reference and review the business transacted over the year and shall consider whether their devolved powers of decision making are appropriate. Where appropriate, Committees shall recommend to Council changes to their terms of reference.
15. Council shall consider the recommendations from its Committees and shall make such amendments to the devolution of decision making as it considers appropriate, bearing in mind its overall responsibilities under the Charter and Statutes, primary legislation, the Office for Students' (OfS) regulatory framework or other instruments.

### **Chair's Action**

16. The Chair of Council shall have delegated powers to act on the Council's behalf between its scheduled meetings on:
  - i. Items of routine business that would not normally merit discussion at a meeting of the Council;
  - ii. Matters relating to the implementation of policies that have already been approved by the Council.
17. Where an issue arises which, in the view of the Chair of Council, is too urgent and important for consideration to be deferred until the next scheduled meeting of the Council, the Chair of Council shall have delegated authority to take action on the Council's behalf. Such action may, at the discretion of the Chair of Council, take the form of:

- i. Calling an Extra-Ordinary meeting of Council;
  - ii. Consulting with the members of the Council by correspondence;
  - iii. Taking Chair's Action.
18. In all cases, the Chair of Council will exercise great care before taking action on behalf of the Council and will consult with the Secretary to Council on the most appropriate course of action. Chair's Action on matters of importance will be taken only where delaying a decision would be likely to disadvantage the University.
19. Where the Chair of Council has exercised delegated authority to act on behalf of the Council, a written report on the action taken will be made to the next scheduled meeting of the Council which shall give its formal endorsement or otherwise to the action.
20. In the absence of the Chair of Council the Deputy Chair of Council may assume responsibility for taking Chair's Action.

## SCHEME OF COUNCIL DELEGATION

The Royal Charter sets out the non-delegable powers of Council. These powers are set out in Section 1 of the table below.

Section 2 of the table below sets out details of the powers of Council that have been delegated and the person or committee to which the exercise of those powers has been delegated and which are therefore able to make decisions in relation to those powers on behalf of Council. Where Council has delegated the exercise of its powers to another person or body, Council is still ultimately accountable for the actions taken.

The Scheme of Delegation should be used as a first point of reference for understanding where the responsibility lies for key decision-making. The Scheme of Delegation is not exhaustive as Council is able to make decisions to delegate its powers (other than those set out at Section 1 of the table below) at any time as required in order to maintain effective governance of the University. It may also be the case that a particular project does not fall within a specified delegation in the table below; where this is the case, a common-sense approach should be taken in applying the Scheme of Delegation in order to determine the most appropriate body, Committee or person to which a decision should be referred, with guidance from the Secretary to Council.

| Section 1: Non-delegable powers of Council |  |             |   |
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| Activity                                   | Power of Council: Royal Charter  | Article no. | Further information   |
| Appointment/dismissal of Vice-Chancellor   | There shall be such officers of the University as the Council shall determine, including but not limited to: ... the Vice-Chancellor, who shall be the president and principal academic and administrative officer of the University | 10.2        | <p>Council Ordinance 1 provides: “To appoint the Rector, Pro-Rectors, Vice-Chancellor and President, the Deputy Vice-Chancellor, Chief Finance Officer and the Secretary to Council and such other senior posts as the Council shall determine from time to time and to establish the provisions by which they may be dismissed”.</p> <p>Council Ordinance 14 provides further procedural requirements for appointment of the Vice-Chancellor and requires the formation of a Selection Committee to make decisions on appointment with the Remuneration Committee making</p> |

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|  |   |      | <p>decisions as to remuneration and terms and conditions of employment.</p> <p>Council Ordinance 14 provides for the dismissal of senior officers (which does not include the Vice-Chancellor), in practice, the same process would be followed.</p>  |
| Appointment of auditors  | <p>The University shall have all the powers of a natural person including but not limited to the following powers, in furtherance of the Objects and so far as permitted by charity law... to do anything else, whether incidental to these powers or not, in order to further the Objects of the University as a place of teaching and research ("the General Power").</p> | 4.12 | <p>Council Ordinance 1 provides: "To appoint and determine the remuneration of the Auditor or Auditors".</p> <p>Council Ordinance 19 provides further detail as to the requirement to appoint auditors.</p>   |
| Approval of the University's strategic plan                        |   |      | <p>Council Ordinance 1 provides: "To make a contribution to and approve the mission, vision and strategic direction of the University. Subject to consultation with Senate on matters with implications for academic policy, to approve the long term academic and business plans and key performance indicators and to ensure that these meet the interests of the stakeholders and are compliant with the charitable objectives of the University".</p> |
| Approval of the University's financial forecasts and annual budget |   |      | <p>Council Ordinance 1 provides: "to approve the annual budget and financial statements".</p>   |
| Approval of the University's                                       |   |      | <p>Audit &amp; Risk and Finance Committees</p>  |

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| annual audited accounts   |   |                                  | provide scrutiny and advise Council on various aspects.  |
| Variation, amendment or revocation of the Charter, Statutes or Ordinances of the University | <p>The Council shall exercise all of the University's powers and shall make ordinances to govern its procedures ("Ordinances").</p> <p>The Council may, subject to approval by Us, Our Heirs or Successors in Council, amend, add to, or repeal this Our Charter by a resolution passed at a Council meeting by a majority of not less than three-fourths of those present and voting.</p> <p>The Council may, subject to approval by the Lords of Our Most Honourable Privy Council, amend, add to, or repeal the Statutes by a resolution passed at a Council meeting by a majority of not less than three-fourths of those present and voting.</p> | <p>5</p> <p>15.1</p> <p>15.2</p> | Amendments of the Charter and Statutes are presented to Governance and Nominations Committee for scrutiny of detail prior to recommendation to Council for approval. |

## Section 2: Council delegations

| Activity                               | Power of Council: Royal Charter   | Article no. | Delegated authority   | Further information   |
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| Appointment/removal of senior officers | There shall be such officers of the University as the Council shall determine, including but not limited to the Rector; the Vice-Chancellor, who shall be the president and principal academic and administrative officer of the University; up to five individuals with the title Deputy Vice Chancellor (or equivalent) who shall | 10          | Selection Committee, Governance & Nominations Committee with HR advising on process | <p>Council Ordinance 13 delegates authority to Governance &amp; Nominations Committee the selection of a candidate for the role of Rector and Pro Rector which must be approved by Council.</p> <p>Council Ordinance 14 delegates authority to a specially formed</p> |

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|   | assist the Vice Chancellor in the performance of their role; and the secretary to Council and whose respective powers and functions shall be set out in the Ordinances. |      |   | <p>Selection Committee the selection of a candidate for the role of Vice-Chancellor which must be approved by Council.</p> <p>Council Ordinance 14 also delegates deliberation of the appointment of the senior officer (defined as Chief Finance Officer, Deputy Vice-Chancellor and University Secretary) to Governance &amp; Nominations Committee with the final decision made by Council.</p> |
| Authorisation of severance payments   | The General Power   | 4.12 | <p>Remuneration Committee for:-</p> <p>(a) staff earning more than £150k pa;</p> <p>(b) severance payments exceeding £100,000</p> <p>Chief People and Culture Officer for all other severance payments.</p> | Remuneration Committee terms of reference.   |
| Appointment of Deans of Colleges/Heads of Schools   | The General Power   | 4.12 | Vice-Chancellor & President   |  |
| Appointment of Professors and equivalent level staff                                      | The General Power   | 4.12 | The General Power   |  |
| Appointment of all other employees of the University and issue of contracts of employment | The General Power   | 4.12 | Chief People and Culture Officer  |  |

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| Approval of conferment of the title of Reader and promotions to Professor   | The General Power | 4.12 | Vice-Chancellor & President      | See Academic Promotions Procedure  |
| Approval of recommendations for the regrading/promotion of all other employees  | The General Power | 4.12 | Chief People and Culture Officer | Further delegation to Directors/Heads of Services and Departments  |
| Termination of employment contracts and dismissal of employees  | The General Power | 4.12 | Chief People and Culture Officer |  |
| Authorisation of any payments associated with ill-health and early retirements  | The General Power | 4.12 | Chief People and Culture Officer | Remuneration Committee for payment above £100,000 and/or where relating to staff paid more than £150,000 pa. |
| Reaching settlements, including statutory, contractual and non-contractual payments, in line with employment legislation and approved internal procedures | The General Power | 4.12 | Chief People and Culture Officer | Remuneration Committee for payment above £100,000 and/or where relating to staff paid more than £150,000 pa  |
| Issuing of agreements for services with contractors/workers   | The General Power | 4.12 | Chief People and Culture Officer |  |
| Requesting criminal activity reports from the Disclosure and Barring Service for relevant post holders in line with approved procedures                   | The General Power | 4.12 | Chief People and Culture Officer |  |
| Negotiation and agreement of collective terms and conditions of employment  | The General Power | 4.12 | Chief People and Culture Officer | No further delegation  |
| Negotiation and agreement of individual contracts of  | The General Power | 4.12 | Chief People and Culture Officer | No further delegation  |



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| employment   |   |                        |   |  |
| Conferment of appointments for staff following successful probationary period  | The General Power   | 4.12                   | Chief People and Culture Officer                        | Further delegation to line managers  |
| Conferment of visiting, honorary, emeritus and other academic titles on non-employees in line with agreed procedures | The power “to co-operate and collaborate with other institutions and individuals”   | 4.10                   | Senate  | Council Ordinance 9 sets out the powers of Senate including the power “to award the title of Visiting Professor and to act under authority delegated by the Council to confer the titles of Emeritus Professor, Honorary Fellow or Honorary Professor, Reader or Lecturer.”<br><br>See also Senate Regulation 9. |
| Approval of HR policies  | The Council shall ensure, in respect of all Academic Staff (other than Vice-Chancellor and President for whom there shall be separate provision), University Policies and Procedure are established that cover the following areas of employment, and which shall, where appropriate, include an appeals process: Grievance; Discipline; Capability; Ill health incapacity dismissal; Redundancy; and Suspension. | Statute 2<br>Article 4 | Chief People and Culture Officer                        |  |
| Hearing of concerns raised by aggrieved staff in accordance with the Grievance Policy and Procedure                  | In cases of dismissal, an Appeals Panel must be formed in accordance with Statute 2.  | Statute 2              | Chief People and Culture Officer                        | Refer to the Grievance Policy and Procedure  |
| Consider matters of research misconduct: investigation and   | The General Power   | 4.12                   | University Secretary (for allegations involving staff); | Council Ordinance 18 contains the relevant procedure.  |

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| determining of matters of research misconduct  |   |      | OSCCA Manager (for allegations involving students); and Chief Financial Officer for allegations of financial irregularity |  |
| Overall responsibility for learning, teaching and academic standards                 | The General Power   | 4.12 | Senate  | See Council Ordinance 9 for full details of the delegations to Senate. |
| Overall responsibility for research  | The General Power   | 4.12 | Senate  |  |
| Provision of services to support the welfare of students                             | The General Power   | 4.12 | Senate  |  |
| Banking activities including bank mandates   | The power “to borrow and raise money and give security for loans, and for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such powers”. | 4.8  | Finance Committee for all banking activity<br><br>Vice-Chancellor & President for bank mandates                           |  |
| Creation and revision of the Financial Regulations and supporting financial policies | The Council shall exercise all of the University’s powers and shall make ordinances to govern its procedures (“Ordinances”).  | 5    | Finance Committee   |  |
| Approval of tuition fees (subject to relevant regulation)                            | The power “to solicit, receive and administer fees, charges, grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whatsoever   | 4.4  | Vice-Chancellor & President   |  |

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|   | whether land or personal property and any other sources of income”.   |     |   |  |
| Approval of student accommodation rates                                   | The power “to solicit, receive and administer fees, charges, grants, subscriptions, donations, endowments, legacies, gifts and loans of any property whatsoever whether land or personal property and any other sources of income”. | 4.4 | Vice-Chancellor & President   |  |
| Investment of reserves  | The power “to invest”.  | 4.6 | Finance Committee   |  |
| Management of endowment   | The power “to act as trustee for and in relation to endowments, legacies and gifts”.  | 4.5 | Finance Committee   |  |
| Leases of land and buildings  | The power “to acquire, own, maintain, manage and dispose of land and other property”.   | 4.3 | Finance Committee save in cases where a premium of £1m or more is payable, where the decision is reserved by Council                                |  |
| Leases of equipment/assets (operating leases)                             | The power “to acquire, own, maintain, manage and dispose of land and other property”.   | 4.3 | Where total value is:<br><br><£5m – Vice-Chancellor and President<br><br>£5m - £10m – Finance Committee<br><br>>£10m – Decision reserved by Council |  |
| Acquisition, refurbishment, redevelopment of land, property and equipment | The power “to acquire, own, maintain, manage and dispose of land and other property”.   | 4.3 | In cases of acquisition requiring expenditure below £1m, Finance Committee (expenditure above this  |  |

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|   |   |      | <p>amount, decision reserved by Council).</p> <p>In all other cases involving capital expenditure where total value is:</p> <p>&lt;£5m – Vice-Chancellor and President</p> <p>£5m - £10m – Finance Committee</p> <p>&gt;£10m – Decision reserved by Council</p> |   |
| Acquisition or subscription to systems for managing, processing and/or analyzing data | The General Power   | 4.12 | <p>Where total value is:</p> <p>&lt;£5m – Vice-Chancellor and President</p> <p>£5m - £10m – Finance Committee</p> <p>&gt;£10m – Decision reserved by Council</p>  | Referred to Information Assurance Committee and Digital Infrastructure Committee (both of which may sub-delegate review but not approval) for review and approval prior to signature. |
| Disposal of land and buildings  | The power “to acquire, own, maintain, manage and dispose of land and other property”. | 4.3  | Finance Committee save where disposal value is in excess of £1m where the decision is reserved by Council.  |   |
| Disposal of equipment and furniture (other than for scrap)                            | The power “to acquire, own, maintain, manage and dispose of land and other property”. | 4.3  | Vice-Chancellor & President   | Further delegation to Chief Operating Officer   |
| Authority to borrow and/or  | The power “to borrow and raise  | 4.8  | Finance Committee   |   |

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| provide security for borrowing  | money and give security for loans, and for those purposes the University shall have the authority to enter into any financial instrument which is ancillary or incidental to the exercise of such powers”.                                    |      |  |  |
| University companies: creation, investment, alteration, disposal of rights held by the University | The General Power   | 4.12 | Finance Committee                            |  |
| Contracts for the supply of goods and services to third parties                                   | The power “to take such steps as may from time to time be deemed expedient for the purposes of procuring and receiving contributions to the funds of the University and to raise money in such other manner as the University may determine”. | 4.9  | Vice-Chancellor & President                  | Further delegations to Chief Financial Officer for agreements lasting 2 years or more or with values in excess of £50k pa; and to Heads of Dept where  |
| Contracts for the purchase of goods and services from third parties (non capital)                 | The General Power   | 4.12 | Vice-Chancellor & President                  | Further delegations to:<br><br>Deputy Vice-Chancellor and Chief Operating Officer where value is less than £1m<br><br>Deans, Directors and Heads of Department (non-academic) where value is less than £100k<br><br>Heads of Department (academic), Directors of Institutes, Institute Managers, College Managers and Procurement Cat Managers where value is less than £50k |
| Executing documents by deed   | The General Power   | 4.12 | As provided for by the Financial Regulations | Seal to be kept by the University Secretary and General Counsel and  |

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|   |   |      |                             | applied in the presence of two Council members or one Council members and the University Secretary and General Counsel.   |
| Decisions relating to non-financial commitments (e.g. confidentiality agreements, material transfer agreements, not-for-money research contracts) | The General Power   | 4.12 | Vice-Chancellor & President | Further delegations to members of Executive Board for commitments arising as a result of activity within (or predominantly within) their respective portfolios. |
| Memoranda of Agreement (MoA) and Memoranda of Understanding (MoU)   | The General Power   | 4.12 | Vice-Chancellor & President | Further delegation to PVC Enterprise & Employment and PVC International and Sustainability as appropriate to the underlying nature of the memoranda             |
| Approval of the Access and Participation Plan   | The General Power   | 4.12 | Vice-Chancellor & President | Further delegation to Deputy Vice-Chancellor  |
| Research Grants and Agreements  | The General Power   | 4.12 | Vice-Chancellor & President | Further delegations to Chief Operating Officer and Director of Research Support and Development Office  |
| Non-research Grants and Agreements  | The power “to take such steps as may from time to time be deemed expedient for the purposes of procuring and receiving contributions to the funds of the University and to raise money in such other manner as the University may determine”. | 4.9  | Vice-Chancellor & President | Further delegations to PVC Enterprise and Employment and PVC International and Sustainability   |