

# **BRUNEL UNIVERSITY LONDON**

## **Council Ordinance 7**

### **Delegated Authority**

#### **A. Principles**

1. The purpose of this Ordinance is to set out a scheme of reserved and delegated powers, from Council, through to its committees and to senior officers of the University. In this introduction, references to committees should be taken to include other bodies established by the Charter and Statutes and also sub-committees established by a duly constituted committee or board.
2. The supreme governing body of the University is the Council, which has ultimate responsibility for all matters of governance.
3. Council may delegate any of its functions, powers and duties (other than its power to make Ordinances) to committees appointed by it, its officers, other entities (comprising its own officers or members or otherwise) or individuals, and such committees, individuals or entities may further delegate unless the Council has provided to the contrary.
4. Council has determined that the matters reserved to Council for final decision are set out in Council Ordinance 1- Powers and Primary Responsibilities of the Council. These may not be delegated to its committees or its officers except by resolution of the Council. Council reserves to itself the power of final decision in respect of the following matters:
  1. To propose changes to the Charter & Statutes;
  2. To approve the annual Financial Forecasts and Statements;
  3. To approve the institutional plans and annual budget;
  4. To approve the overall direction and major new initiatives of the University;
  5. To approve procedures in respect of property and land transactions;
  6. To appoint the Chair of Council, the Chancellor, the Pro-Chancellors, the Vice-Chancellor and President, and the Secretary to Council;
  7. To approve policy in relation to staffing and employment;
  8. To suspend or dismiss staff in accordance with the Statutes;
  9. To appoint independent members of Council in accordance with the Charter;
  10. To hold the Vice-Chancellor and President accountable for his/her actions;
  11. To ensure that the financial health of the institution is maintained;
  12. To ensure that the University's resources are well managed, controlled and protected;
  13. To ensure that appropriate risk management strategies are in place;
  14. To review the effectiveness of Council and the University;

15. To approve Ordinances and other instruments of governance, other than academic regulations, with the Charter & Statutes;

16. To approve amendments to the Constitution of the Students' Union.

#### Action in Emergencies

Notwithstanding the reservation of these powers, the Chair of Council or the designated deputy has the authority to exercise any of them in consultation with the Vice-Chancellor and President or designated deputy. 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 a special 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.

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. The scheme of reserved powers and functions requires Council's approval for any amendment within this framework.

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 reserved by 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, report any matter to Council or the relevant committee for a decision if this is regarded as necessary.

9. 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.

#### **B. Decisions Devolved to Council Committees**

1. 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.

2. 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 appendices to the Regulation and shall be kept under annual review.

3. 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.

4. 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.

5. 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 in their devolved powers.

6. The 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, memoranda of understanding with funding agencies or other instruments.

7. Finance Committee:

7.1 Reserved to Council for final decision

1. Terms of reference of Finance Committee

2. Regulation of University dues

3. Approval of a financial strategy setting out the parameters to be taken into account in the development of the annual budget

4. Approval of the annual consolidated budget of the University

5. Adoption of annual financial statements incorporating Finance Committee's annual report

6. Approval and amendment of treasury management policy statement

7. Approval and amendment of borrowing framework

8. Approval of assets offered as security for loans

9. Approval of capital expenditure programme within which Finance Committee can make the specific authorisations set out in the Financial Regulations

10. Decisions in principle to dispose of freehold and long leasehold interests

11. Establishment, winding up or disposal of subsidiary companies, acquisition or disposal of other participating interests, nomination of directors to subsidiaries and other entities in which the University has a participating interest, and participation in joint ventures

12. Approval of Financial Forecasts for submission to the Office for Students (OFS) with Annual Operating Statement.

7.2 Delegated to Finance Committee with report of action to Council

1. Contributing a financial framework to the Strategic Plan (but note that Council reserves to itself the final decision on the Plan as a whole)
  2. Annual review of financial strategy
  3. Authorisation of capital expenditure
  4. Setting of income assumptions for the budget process
  5. Approval of annual budgets for trading activities (excluding setting of residential rents) and self-financing institutes
  6. Approval of procedures pursuant to the Financial Regulations
  7. Approval of annual treasury plan
  8. Approval of list of approved counterparties and limits
  9. Approval of treasury systems document
  10. Setting of limits within Council's borrowing framework for negotiation of borrowing terms by the Chief Financial Officer
  11. Setting of limits within Council's Treasury Management Policy Statement for negotiation of terms of bank and dealing mandates by the Chief Financial Officer
  12. Setting of limits within Council's Treasury Management Policy Statement for negotiation by the Chief Financial Officer of terms of reference of external investment managers
  13. Powers to impose exceptional monitoring and control arrangements in the interests of maintaining financial control and ensuring compliance with the OFS and other funding agreements and legal and contractual obligations
  14. Detailed decisions on disposal of freehold and long leasehold interests within limits set by Council's decision in principle
  15. Management of exposure to exchange rate and interest rate fluctuations
  16. Periodic market testing in respect of clearing bank, investment management and insurance services and taking action thereon.
8. Audit Committee:
- 8.1 Reserved to Council for final decision
    1. To appoint and determine the remuneration of the Auditor or Auditors
    2. Approval of the Audit Committee's Annual Report.
  - 8.2 Delegated to Audit Committee with report of action to Council
    1. To gain assurance that the University's risk management, internal control and governance arrangements are adequate and effective

2. To advise on the appointment, remuneration, deployment and effectiveness of the auditors
3. Monitor the implementation of agreed audit-based recommendations
4. To oversee the University's policy on fraud and irregularity
5. To oversee the management and quality assurance processes of data submitted to funding and statutory bodies.
6. To oversee arrangements to promote economy, efficiency and effectiveness
7. To consider the annual financial statements in the presence of the external auditor and to make recommendations to Council as to their approval
8. To investigate any activity within its terms of reference, seek any information it requires from any employee, obtain outside legal or other independent professional advice of up to £10,000 per annum.

9. Remunerations Committee:

9.1 Delegated to Remunerations Committee with report of action to Council

1. To determine the salary and terms and conditions of the Vice-Chancellor and President
2. To review severance arrangements for members of staff remunerated in excess of £70,000.

10. Nominations Committee:

10.1 Reserved to Council for final decision

1. To appoint Council Members
2. To appoint the Chair and Provost
3. To appoint the Chancellor, the Pro-Chancellors and the Vice-Chancellor and President.

10.2 Delegated to Nominations Committee with report of action to Council

1. To make recommendations to the Council of persons for appointment to the Council
2. To recommend to the Council the composition of Council Committees and the Council members to fill vacancies on joint committees of the Council and the Senate
3. To make recommendations to the Council of persons for appointment as members of the University Court
4. To oversee the election of Council members including that of the positions of Chair and Deputy Chair
5. To advise the Council on all matters relating to the governance at the University including periodic reviews of the Charter, Statutes, Ordinances and other policies and regulations.

6. To appoint the Chair of the Special Projects Committee.

### **C. Executive Board**

1. Matters reserved to Council for final decision are set out in Council Ordinance 1- Powers and Primary Responsibilities of the Council

2. Matters delegated to Executive Board

1. To advise on the development of the overall strategy of the University and to recommend the draft strategic plan and supporting strategies for approval

2. To agree priorities and develop the long-term academic and business plans

3. To review the strategic plan annually

4. To ensure that the University is managed effectively and that appropriate legal compliance structures are in place

5. To oversee the appointment processes for the Provost, Vice-Provosts, Vice-Provosts and Deans and other senior staff

6. To oversee the annual planning and budgeting process

7. To hold cost centres to account for the delivery of their plans and budgets and achievement of their KPIs

8. To oversee the planning process for student numbers, targets and populations

9. To oversee the development of the infrastructure strategy

10. To oversee the University's international strategy

11. To oversee the marketing and communication activities of the University

12. To approve major projects in line with the financial authority delegated to the Vice-Chancellor and President

13. To formulate tuition fee policy and levels in accordance with the powers delegated by Council

14. To approve the terms of scholarships/bursaries and the University's annual submission to OFFA

15. To review the risk register annually to ensure that risk is being effectively managed, advising Audit Committee and Council accordingly

16. To review recommendations from the Honorary Degrees Committee regarding the award of honorary degrees and fellowships of the University for the consideration of Council

17. The terms of reference of Executive Board's Sub-Committees

18. To oversee the appointment processes for the Provost and other senior staff

19. To establish policies and oversee the process of academic staff promotions appointments, training and development

20. To oversee the planning process for student numbers, targets and populations.

Executive Board may delegate to its Committees any or all of its powers in a manner and for such periods of time as are agreed with the Council.

#### **D. Chair's [Chair of Council] Action**

1. 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.

2. 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 a Special Meeting of the Council;
- ii. Consulting with the Members of the Council by correspondence;
- iii. Taking Chair's action.

3. 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 the Council on the most appropriate course of action. Chair's action on matters of importance will be taken only where delaying a decision would disadvantage the University.

4. 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.

5. In the absence of the Chair of Council the Deputy Chair of Council may assume responsibility for matters outlined in D 1-4 above.

#### **E. Vice-Chancellor and President**

1. The Vice-Chancellor and President shall be the chief Academic and Administrative Officer of the University and shall preside over meetings of Senate and who shall, in the absence of the Chancellor or Pro-Chancellors and during a vacancy in that office, confer Degrees.

2. The Vice-Chancellor and President may refuse to admit any person as a student of the University without assigning any reason, and may expel, suspend, exclude and take other actions in relation to matters of student conduct, professional suitability and fitness to study as provided, from time to time, by Senate through its regulations, and may exclude any person from all parts of the University; provided that this power shall not extend to a member of the staff. This power may be delegated by the Vice-Chancellor and President as they may

think fit and that in the case of a student any such expulsion, suspension, exclusion or other form of action shall be reported to Council and Senate. Any student expelled, suspended, excluded or subject to some other form of action shall be entitled to appeal as set out in the Procedures for the expulsion, suspension, exclusion or disciplining of students by the Vice-Chancellor and President at Ordinance 20. Conditions for expulsion, suspension, exclusion or disciplining of students will be provided for by Senate through its regulations.

3. Discharging such other duties as may be determined by the Council from time to time.

#### Action in Emergencies

4. Particular arrangements apply where an emergency exercise of the reserved powers of Council is required (see section on the reservation of powers to Council). In respect of other committees, the Chair shall have the authority to exercise any of the powers reserved to that committee in an emergency, provided that:

- a) such action is taken only in exceptional circumstances, and when it would be inappropriate to wait for the next meeting of the committee;
- b) consideration is given to the practicability of holding a special meeting of the committee;
- c) the Chair consults other officers or members with expertise relevant to the issue;
- d) a report is made to the next meeting on the exercise of these emergency powers.

5. The Vice-Chancellor and President may delegate to the Provost any or all of his or her powers in a manner and for such periods of time as are agreed with the Chair of Council.