



Board of Directors

Scheme of Delegation

July 2009

Scheme of Delegation

1 Introduction

This Scheme of Delegation specifies the functions which are delegated by the Board under the Memorandum and Articles of the Company.

All delegations must be exercised in accordance with the law and having regard to any lawful direction and/or guidance subsequently issued by the Parliament and/or any other appropriate funding body.

The delegations are dealt with in the following sections:

- delegations to the Chair of the Board;
- delegations to Committees of the Board; and
- delegations to the Chief executive and His/Her staff
- delegations to the Secretary to the Board

2 Compliance

Where a responsibility has been delegated, there is nothing to prevent the delegator from dealing with the responsibility delegated, or from withdrawing or amending the delegation granted. Exercise by a delegate of a delegated responsibility is as if it had been done by the Board itself.

3 Review

This Scheme of Delegation will be reviewed at least every three years. This shall not preclude a review being conducted before such time, should it be considered necessary by the Board, or to bring the Scheme of Delegation into line with Financial Memoranda which may be issued from time to time by the SFC.

4 Authority reserved to the Board

The following are reserved to the Board and are, in such circumstances, excluded from the Scheme of Delegation –

- 4.1 determining the objectives of the Board;
- 4.2 matters of new policy or variation of existing policy in the operation of the business of the company;
- 4.3 borrowing money (other than overdraft facilities within the Chief Executive's delegated authority) and, in connection with such borrowing, granting such securities or giving guarantees or indemnities. Any such borrowing, granting securities or indemnities must comply with Financial Memoranda issued by the SFC;
- 4.4 the final approval of the strategic plan, strategic staffing structure and budget;

- 4.5 approval of the year end financial statements;
- 4.6 the final consideration of the annual Audit Reports;
- 4.7 the acquisition and disposal of heritable property;
- 4.8 the appointment of Board Members (including the appointment of Co-opted Members) and the appointment of Board Members and Co-opted Members to Board Committees;
- 4.9 the appointment of ASC Board Members (including the appointment of Co-opted Members) and the appointment of Board Members and Co-opted Members to ASC Board Committees;
- 4.10 the removal from office of Board Members;
- 4.11 the removal from office of ASC Board Members;
- 4.12 the appointment and dismissal of the Chief Executive;
- 4.13 delegation of functions of the Board; and
- 4.14 the making, amendment and revocation of the documents relating to the operation of the Board (including the memorandum and Articles of Association, Standing Orders and the Scheme of Delegation).

The Chief Executive shall be responsible for the operational management of the Company, subject to strategic direction by the Board.

Section 1

Delegations to the Chair of the Board

The Chair of the Board is authorised as follows –

- 1 in the absence of the Chief Executive to take such measures as may be required in emergencies, subject to reporting to the appropriate Committees or to the Board as soon as possible thereafter on any items for which approval of the Committee or the Board would normally be necessary.
- 2 to nominate, after a period of four weeks' continuous absence of the Chief Executive, a deputy Accounting Officer to discharge this role in the Chief Executive's absence. Such action should be brought to the attention of the SFC and the Board at the earliest opportunity.

In the event of continuous absence of eight weeks (including the four week absence referred to above) of the Chief Executive, the entire Board shall be required, in a special meeting called for this purpose, to invest the delegations ascribed to the Chief Executive in this document to the deputy Accounting Officer and other members of the Executive as the Board considers appropriate, until such time as the Chief Executive is capable of discharging fully his/her functions as Chief Executive;

- 3 to conduct staff development and performance review interviews with the Chief Executive in accordance with Board policy;
- 4 after approval by the Board, to sign the year end financial statements, prior to their submission to Companies House, OSCR and the SFC; and
- 5 to represent the Company within the UK and Internationally in furtherance of the duties of the Chair of the Board.

Section 2

Delegations to Committees of the Board

There is delegated to each Committee of the Board all functions relative to the following –

- 1 the respective Terms of Reference of those Committees, as detailed in the operational documents of the Board; and
- 2 any Minutes of the Board making a special delegation to a Committee.

Each Committee may exercise and perform on behalf of and in the name of the Board all of the authority, powers and duties of the Board in relation to the functions so delegated.

The Chair of each Committee is authorised to act on behalf of the Board between cycles of meetings, so far as such acts relate to matters within the remit of the Committee of which he/she is Chair.

The Committees of the Board are currently as follows:

- Audit Committee
- Finance Committee
- HR Committee
- Remuneration Committee

Section 3

Delegations to the Chief Executive

The functions listed below are delegated to the Chief Executive. The Chief Executive may, in turn, delegate all of any of the following functions to other members of staff, whilst retaining responsibility to the Board for the exercise of these functions.

Qualifications of Delegations

The delegations to the Chief Executive are always subject to the following:

- the Memorandum and Articles of Association of the Board and all policies of the Board in force at that time; and
- appropriate provision for financial outlays having been made by the Board for the current year.

The Chief Executive is authorised as follows:

- 1 to take such measures as may be required in emergencies, subject to advising the Chair of the Board, where possible, and subsequently reporting to the appropriate Committee or to the Board as soon as possible thereafter, on any items for which approval of the Committee or the Board would normally be necessary;
- 2 to absent him/herself or to permit any member of staff of the Company to absent him/herself occasionally and temporarily during business hours to attend to duties or services of a civic, honorary, charitable or social nature, provided that they do not interfere with the efficient and effective discharge of his/her duties to the Board. Similarly, he/she may permit a member of the staff to absent themselves for compassionate reasons;
- 3 if he/she considers that it would be in the interests of the Company or the Board to do so, to approve the provision of reasonable hospitality to representatives of other organisations, members of staff of the Company, or others;
- 4 to make visits and to authorise members of staff of the Company to make visits as representatives of the Company;
- 5 to give direction, in special circumstances, that any member of staff shall not exercise a delegated function;
- 6 to take out membership of, and to attend meetings of, appropriate outside bodies and professional associations, where it is compatible with the duties of the Chief Executive and in the interests of the Company to do so;
- 7 to sign all deeds and other documents binding the Board for all purposes and to authorise another to do so;
- 8 to authorise the issue of press releases for publication and broadcasting on behalf of the Company;

- 9 to authorise the commercial publication of any document on behalf of the Company;
- 10 to authorise the appointment of staff to the Company, within the agreed budget approved by the Board, in circumstances where the power to appoint has not been delegated to a Committee or is not reserved to the Board;
- 11 once the strategic staffing structure is agreed by the Board, to determine an appropriate operational staffing structure for the Company, consistent with the conditions of employment which currently apply after consultation and, where appropriate, negotiation with representatives of the JNCC;
- 12 to consult and negotiate with representatives of the JNCC on behalf of the Board;
- 13 to take disciplinary action against staff of the Company up to and including dismissal, subject to complying with the disciplinary procedures laid down by the Board;
- 14 to engage the services of outside persons, firms or organisations when it is necessary to carry out the functions of the Board in cases where the authority to engage such services is not delegated to a Committee or is not reserved to the Board;
- 15 to deem an employee to be in breach of contract and to take appropriate action against such an individual within the Company's policies;
- 16 to grant appropriate leave of absence with salary to enable staff to undertake work experience, approved courses or to attend approved meetings or conferences;
- 17 to grant leave of absence without salary, for up to one year, to enable staff to undertake voluntary service or for other appropriate purposes;
- 18 to arrange programmes of in-service training for both staff and members of the Board;
- 19 to exercise any discretionary powers available in the implementation of conditions of service in relation to all staff;
- 20 to approve the secondment of staff of the Company to external agencies where the total cost for the secondment is recoverable and to approve the appointment, where necessary, of a temporary replacement for the duration of the secondment;
- 21 to sanction the payment of overtime allowances in exceptional circumstances;
- 22 to sanction the payment of temporary responsibility allowances in accordance with the conditions of service;
- 23 to approve initial salary placing for staff within approved salary scales;
- 24 to set and amend as necessary the level of fees and expenses for all services offered by the Company and to waive or grant remission of fees and expenses in special cases within guidelines set by the Board;

- 25 to grant the use of Company accommodation to outside bodies or persons for the purpose of holding meetings and functions on such terms and conditions as are reasonable in the circumstances;
- 26 to allocate and apportion accommodation within the Company;
- 27 to arrange for any necessary alterations to the Company property up to a cost of up to £50,000 in respect of any one project, provided that the alteration or adaptation does not effect any material change in the character of the Company, and subject to tender procedures laid down by the Board and the terms of the lease;
- 28 to apply to the appropriate authority for any necessary statutory consent;
- 35 where it is competent and in the interests of the Company to do so, to lodge with the appropriate authority objections to the grant of any permission, licence, warrant, etc.
- 36 to determine and control the standard of furniture, furnishings and equipment within the Company;
- 37 to grant any wayleave or servitude over property of the Company, on such terms as may be appropriate;
- 38 to enter into and negotiate contracts and other binding arrangements for the supply of goods and services (whether bought, leased, hired or otherwise acquired) to the Company on behalf of the Board up to a value of £50,000 and to authorise another to enter into such contracts, all in accordance with the Company's procurements procedures;
- 39 to purchase necessary equipment and services up to a value of £50,000;
- 40 to dispose of equipment surplus to requirement;
- 41 when it is judged to be in the interests of the Board to do so, to terminate contracts or to authorise the termination of contracts, except in cases where the contracts have been specifically approved either by the Board or a Committee;
- 42 to provide courses requested by outside agencies and to negotiate appropriate charges for the specific or particular provision requested;
- 43 to raise funds for and apply them to any of the activities which the Board has power to undertake;
- 44 to sign cheques in accordance with the provisions for cheque signatories;
- 45 to monitor and manage any budgets for which he/she is the designated budget holder;
- 46 to take out any necessary insurance to protect the interests of the Company and the Board;

- 47 to settle, up to a maximum of £5,000, and without reference to the Board, claims made against the Board where there is no insurance and whether or not a court or tribunal action has been raised;
- 48 to make arrangements with insurance companies concerning the settlement of claims up to a value of £50,000;
- 49 on receipt of valid claims, to pay to Members of the Board or Co-opted Members such allowances and expenses as the Board may have determined;
- 50 to respond on behalf of the Board to consultative documents which may from time to time be sent to the Company by the Scottish Executive, the SFC or other external agencies;
- 52 to approve Operational Plans ensuring in line with the Strategic Plan approved by the Board, and to submit regular reports to the Board throughout the year on progress;
- 53 to determine the dates of the Company holidays and other details of the Company's business year;
- 54 to review the performance of members of the Company executive against predetermined targets, in accordance with the policy of the Board;
- 55 to prepare the initial role descriptions and specifications of staff employed in the Company and to review and modify these to meet the perceived needs of the Company;
- 56 to supervise, manage and deploy staff within the Company;
- 57 to determine his/her own pattern of annual leave, within the conditions of service which apply, for the time being, to his/her post, subject to details being provided for information to the Chair of the Board;
- 58 to facilitate the management of the Company within the framework determined by the Company Strategic and Operational Plans, the approved budget and any other policies determined by the Board;
- 59 to vire monies from expenditure heads within agreed budgets, taking account of and complying with the Company's financial regulations;
- 60 to authorise criminal record checks from Disclosure Scotland on staff who may be working with students, or young people below the statutory leaving age or with special educational needs, or vulnerable adults;
- 61 to sign and date the report of the Board in the year end financial statements;
- 62 to accept gifts of money, other property and services on behalf of the Company and in accordance with the Company's policy on the receipt of gifts; and to determine the application of such gifts or to set up a trust to hold or administer them for the purpose for which they have been gifted;

- 63 to sign on behalf of the Board European Social Fund and other public authority support certificates;
- 64 to rescind, in his/her role of Accounting Officer, any delegation to any nominated officer;
- 65 to write off bad debts due to the Company, up to the value of £5,000; and
- 66 any such other matters delegated by the Chair of the Board, the Board or a Committee.

Delegations to the Secretary of the Board

The Company Secretary is authorised as follows:

- 1 to complete and forward all statutory returns on behalf of the Board as appropriate