

Shetland UHI Board of Management
Scheme of Delegation

1. Introduction

- 1.1. This Scheme of Delegation specifies the functions which are delegated by the Board of Management (the “Board”) consistent with the terms of Section 12(4) of the Further and Higher Education (Scotland) Act 1992 (“the Act”).
- 1.2. Under Section 12(1) of the Act, the Board has a duty to manage and conduct the business of Shetland UHI, and to ensure that Shetland UHI provides suitable and efficient education to students.
- 1.3. All delegations must be exercised in accordance with regard to any lawful direction and/or guidance subsequently issued by the Scottish Ministers or the Scottish Funding Council (“SFC”) or any body which takes over the whole or any part of the functions of the SFC from time to time. Any powers delegated cannot be further delegated.
- 1.4. In accordance with paragraph C.8 of the Code of Good Governance for Scotland’s Colleges (“the Code”) delegation of responsibilities from, and matters reserved to, the Board and its Committees must be clarified through a Scheme of Delegation including the functions delegated by the Board to:
 - 1.4.1. the Chair,
 - 1.4.2. Committees,
 - 1.4.3. the Principal
 - 1.4.4. the Board Secretary (or Governance Professional).

2. Compliance

- 2.1. The Board may from time amend, replace and / or supplement the terms of this Scheme of Delegation. Nothing in this Scheme of Delegation shall require the Board to delegate the performance of any of its functions and the Board may at any time and from time to time carry out any function that has been delegated in accordance with this Scheme of Delegation or withdraw, amend and/or replace any delegation made by the Board pursuant hereto.

3. Review

- 3.1. The Scheme of Delegation will be reviewed every three years or earlier should it be considered necessary by the Board, or to bring the Scheme of Delegation into line with memoranda or guidance which may be issued from time to time by the Scottish Ministers.

4. Authority reserved to the Board

- 4.1. The following are reserved to the Board and are excluded from further delegation by this Scheme of Delegation:
 - 4.1.1. determining the objectives of the Board;
 - 4.1.2. matters of new policy or variation beyond the technical of existing policy;

- 4.1.3. borrowing money (other than overdraft facilities within the Principal's delegated authority) and, in connection with such borrowing, granting securities or giving guarantees or indemnities. Any such borrowing, granting securities or indemnities must comply with Section 12.7(a) of the Further and Higher Education (Scotland) Act 1992;
- 4.1.4. the final approval of the annual budget;
- 4.1.5. the final approval of Shetland UHI's Strategic Plan;
- 4.1.6. approval of the year end Annual Accounts and Financial Statements;
- 4.1.7. approval of material changes to staff pay levels to the extent that any such changes fall outwith the terms of the approved annual budget of Shetland UHI or any delegation to a Negotiating Committee or otherwise in terms of this Scheme of Delegation and/or the Articles of Association;
- 4.1.8. the final consideration of the Annual Audit Report;
- 4.1.9. the acquisition and disposal of heritable property, whether by way of sale, transfer, assignation, lease, licence or otherwise or the granting or any standard securities, charges or any other rights in respect of any heritable property which relate to Shetland UHI's title thereto;
- 4.1.10. the appointment and re-appointment of Board Members (including their induction and training, and the appointment of advisors and observers) and the appointment of members and advisors to standing committees;
- 4.1.11. the appointment and removal from office of Board Members, including the terms and conditions of the appointment of board members;
- 4.1.12. the appointment of and disciplinary action involving the Principal;
- 4.1.13. the approval of early retirement packages, enhanced pension arrangements or financial packages in excess of statutory provisions;
- 4.1.14. the making, amendment and revocation of the Articles of Association and the Scheme of Delegation of the Board (including, but not limited to, the code of conduct, committee terms of reference and the Standing Orders);
- 4.1.15. commencing any legal or arbitration proceedings (other than routine debt collection);
- 4.1.16. establishing committees and determining the terms of reference thereof; and
- 4.1.17. forming or promoting or joining with any other person in forming or promoting companies.
- 4.1.18. approval of the Students' Association constitution and the election regulations for student officers, and all such matters regarding Students' Association that fall within the clauses of the Code of Good Governance, unless delegated to UHI, by agreement.
- 4.1.19. The Principal, as Chief Executive of Shetland UHI, is responsible for the operational management of Shetland UHI subject to strategic direction by the Board.

5. Delegation to the Chair of the Board

- 5.1. The Chair must abide by the terms and conditions of their appointment in leading the Board and ensuring its effectiveness, and in exercising any delegated authority.
- 5.2. The Chair of the Board is authorised:
 - 5.2.1. to nominate, after a period of four weeks continuous absence of the Principal or such shorter period of time as the Chair may determine, a person to assume the role of Acting Principal in the Principal's

- absence. The Chair shall, at the earliest opportunity, advise the Board and the regional strategic body of the appointment of the Acting Principal and the terms of such appointment shall be subject to approval or amendment by the Board.
- 5.2.2. In the event of continuous absence of eight weeks (including the four week absence referred to above) of the Principal (except in the case of serious illness when the period of continuous absence will be 4 weeks), the entire Board shall (in a special meeting called for this purpose) be required to invest the delegations ascribed to the Principal in this document to other members of the senior management as the Board considers appropriate until such time as the Principal is capable of discharging fully his/her functions as Principal/Chief Executive/Accounting Officer and academic leader of Shetland UHI.
- 5.2.3. to deal with urgent items of business after consultation with the chair of the relevant committee, the Board Secretary, and with the Principal, who collectively may choose to advise the chair to exercise either of the following options within the Chair's discretion:
- 5.2.3.1. to call an extraordinary Board meeting in the case of material decisions;
- 5.2.3.2. to circulate a proposal and a decision is approved by electronic means (in accordance with the Standing Orders) and is thereafter homologated at the next Board meeting.
- 5.2.4. to authorise expense claims on behalf of the Principal where such claims arise out of expenditure incurred in the performance of the Principal's normal duties, ensuring in doing so that such authorisations comply with the current Financial Regulations or any other policies adopted by the Board from time to time; and
- 5.2.5. to sign Shetland UHI's Annual Accounts and Financial Statements after they have been approved by the Board.
- 5.2.6. To represent the Board within Shetland UHI and externally
- 5.2.7. To approve the issuing of communications on behalf of the Board in whatever form is appropriate, both within and outwith Shetland UHI.
- 5.2.8. To monitor, review and record the Principal's performance at least annually against performance measures agreed by Human Resources and Remuneration Committee in line with the terms of reference of Human Resources and Remuneration Committee
- 5.2.9. To, so long as the current agreement between Shetland UHI and UHI is retained regarding the Board Secretary role, to engage with UHI in the UHI processes of monitoring and reviewing the Board Secretary's performance at least annually
- 5.2.10. Ensure each Board member participates in an annual development meeting, facilitated in a manner agreed by the Board of Management
- 5.2.11. Initiate action further to a decision of the Board to appoint a Principal or Board Secretary.

6. Delegation to Committees of the Board

- 6.1 In accordance with paragraph 13 of Schedule 2 to the 1992 Act, the Board may establish Committees for any purpose and any such Committee may appoint Sub-Committees. Such Committees must cover the remits of Audit, Remuneration, Finance, and Nominations in line with C.8 of the Code. Each committee of the Board, and Sub-Committee of a Committee, is delegated all functions relative to:
- 6.1.1. the respective terms of reference of those committees
- 6.1.2. any minutes of the Board making a special delegation to a committee;

- 6.1.3. the approval of amounts as specified in the Financial Regulations.
- 6.2. 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.
- 6.3. Each Committee of the Board is expected to reach decisions by consensus else the matter under consideration shall be referred to the Board.
- 6.4. The Chair of each Committee is authorised to act on behalf of the Board between cycles so far as such acts relate to matters within the remit of the Committee of which they are Chair of.
- 6.5. The minutes of each committee meeting will be submitted to the Board for information at the next appropriate meeting. In addition, the Committee Chair shall give an update to the Board on key issues, where requested to do so.

7. Delegation to the Principal

7.1. General

- 7.1.1. The Principal, as Chief Executive of Shetland UHI, is responsible for the operational management of Shetland UHI subject to strategic and policy direction by the Board and the terms of any specific reservations to the Board. The Principal may in turn delegate tasks as appropriate to staff, including the Board Secretary.
- 7.1.2. The Principal is authorised and empowered:
 - 7.1.2.1. subject to the express reservations to the Board set out in this Scheme of Delegation, to manage Shetland UHI and to direct its operations and facilitate the management of Shetland UHI within the framework determined by Shetland UHI Strategic and Operational Plans, the approved budget and any other policies determined from time to time by the Board;
 - 7.1.2.2. 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 any items for which approval of the committee or Board would normally be necessary.
 - 7.1.2.3. to facilitate the management of Shetland UHI and its provisions of services within the framework determined by Shetland UHI's Strategic Plan and Regional Outcome Agreement, the approved budget, and any other policies and strategies determined by the Board.
 - 7.1.2.4. consult on behalf of the Board with representatives from key organisations, local and national, about the priorities contained within Shetland UHI's Strategic Plan prior to final approval by the Board
 - 7.1.2.5. incur expenditure in making visits and the provision of reasonable hospitality to representatives of other Colleges, organisations and companies, taking into account the principles of the Bribery Act 2010
 - 7.1.2.6. give a direction in special circumstances that any member of staff shall not exercise a delegated function
 - 7.1.2.7. take out membership of and attend meetings of outside bodies and professional associations where it is compatible with the duties of Principal and in the interests of Shetland UHI to do so.

- 7.1.2.8. authorise the issue of press releases for publication and broadcasting on behalf of Shetland UHI.
- 7.1.2.9. authorise the publication of any document on behalf of Shetland UHI
- 7.1.2.10. to raise funds for and supply them to any of the activities which the Board has power to undertake
- 7.1.2.11. provide courses as required by outside agencies and negotiate appropriate charges for these.
- 7.1.2.12. determine the dates of Shetland UHI holidays and other details of Shetland UHI's academic calendar
- 7.1.2.13. appoint a senior member of staff to deputise for the Principal during periods of planned absence.

7.2. Finance, contracts and procurement

- 7.2.1. Without limitation to the generality of the delegated powers of the Principal in terms of paragraph 7.1, the Principal is authorised and empowered as follows:
 - 7.2.1.1. to consult and negotiate with representatives of recognised trade unions and professional associations on behalf of the Board;
 - 7.2.1.2. to provide financial or other assistance to a students' association (or equivalent) of Shetland UHI within the terms of any scheme of establishment or policy of the Board;
 - 7.2.1.3. to apply to the appropriate authority for any necessary statutory consents;
 - 7.2.1.4. where it is competent and in the interests of Shetland UHI to do so, to lodge with the appropriate authority objections to the grant of any permission, licence, warrant etc;
 - 7.2.1.5. to accept gifts of money, other property and services on behalf of Shetland UHI and (in accordance with Shetland UHI's policy on the receipt of gifts) and determine their application or set up a trust to hold or administer them for the purpose for which they have been established;
 - 7.2.1.6. subject to reporting the same to the Board as soon as is reasonably practicable, to:
 - 7.2.1.7. enter into and negotiate contracts and other binding arrangements for the supply of goods and services (whether bought, leased, hired or otherwise acquired) to Shetland UHI on behalf of the Board all in accordance with Shetland UHI's Contract Procurement Procedures;
 - 7.2.1.8. incur individual items of capital expenditure up to an amount specified in the Financial Regulations;
 - 7.2.1.9. settle up to a maximum specified in the Financial Regulations, 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, subject to any necessary approvals being obtained when Treasury Indemnity applies or other guidance from the SFC;
 - 7.2.1.10. to make arrangements with insurance companies concerning the settlement of claims up to a value as specified in the Financial Regulations;

- 7.2.1.11. sign, for an on behalf of the Board, European Social Fund, European Regional Development Fund and other Public Authority Support Certificates; and
- 7.2.1.12. write off bad debts due to Shetland UHI up to the value specified in the Financial Regulations;.
- 7.2.1.13. 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;
- 7.2.1.14. to administer any educational endowment which transferred to and vested in the Board in terms of section 19(1) of the Further and Higher Education (Scotland) 1992 Act;
- 7.2.1.15. to vire monies from expenditure heads within agreed budgets taking account of and complying with Shetland UHI's Financial Regulations;
- 7.2.1.16. to sign and date the report of the Board of the Annual Accounts in terms of the accounts direction given by the Scottish Ministers under paragraph 18 of Schedule 2 to the Further and Higher Education (Scotland) 1992 Act;

7.3. Employees and Board Members

- 7.3.1. With regards to matters of staffing the Principal is delegated the authority:
 - 7.3.1.1. to review the performance of members of Shetland UHI senior staff against predetermined targets as determined from time to time by the Human Resources and Remuneration Committee.
 - 7.3.1.2. determine an appropriate staff structure for Shetland UHI consistent with the conditions of employment that currently apply after consultation and where appropriate, negotiation with representatives of recognised trade unions.
 - 7.3.1.3. establish procedures for the appointment of Shetland UHI staff in circumstances where the power to appoint has not been delegated to a Committee or is not reserved to the Board.
 - 7.3.1.4. supervise, manage and deploy staff within Shetland UHI and arrange appropriate induction and training for Shetland UHI staff.
 - 7.3.1.5. establish procedures for taking disciplinary action against Shetland UHI staff up to and including dismissal subject to complying with the policies laid down by the Board.
 - 7.3.1.6. grant unpaid leave of absence to any member of Shetland UHI staff in accordance with the relevant policies laid down by the Board.
 - 7.3.1.7. represent the Board in negotiating and implementing conditions of service in relation to relevant Shetland UHI staff, including participation in national collective bargaining.
 - 7.3.1.8. approve the secondment of Shetland UHI staff to external agencies in accordance with relevant policies laid down by the Board and to approve the appointment, where necessary, of a temporary replacement for the duration of the secondment.
 - 7.3.1.9. in exceptional circumstances, agree individual severance arrangements with staff, taking into account limits set by the

Scottish Funding Council and functions delegated to the Board or a Committee.

- 7.3.1.10. establish any other procedures required for the orderly management of Shetland UHI staff.

7.4. Student Management

- 7.4.1. With regards to matters of student management the Principal is delegated the authority to:
 - 7.4.1.1. arrange for the provision of appropriate curriculum and support services for students and clients.
 - 7.4.1.2. administer, in accordance with any policy determined by the Scottish Government or the Scottish Funding Council or the Board the disbursement of monies to students attending Shetland UHI.
 - 7.4.1.3. administer, in accordance with any policy of the Board, the provision of financial or other assistance to students of Shetland UHI.
 - 7.4.1.4. set and amend as necessary the level of tuition fees, examination expenses, maintenance and contribution scales for all courses offered by Shetland UHI and to waive or grant remission of such fees or expenses in special cases within guidelines set by the Board.
 - 7.4.1.5. authorise students and to make grants to students, to enable them to attend courses and conferences, and to undertake educational visits and excursions within the UK or abroad, within approved budgets and policies of the Board.
 - 7.4.1.6. take appropriate disciplinary action including exclusion, against students in accordance with any policies of the Board.

7.5. Property Management

- 7.5.1. With regards to matters of property management the Principal is delegated the authority to:
 - 7.5.1.1. allocate accommodation within Shetland UHI in order to meet student and staff needs and to arrange for any necessary alterations or adaptations to Shetland UHI property.
 - 7.5.1.2. apply to the appropriate authority for any necessary statutory consents.
 - 7.5.1.3. grant any way leave or servitude over property of Shetland UHI on such terms as may be appropriate.
 - 7.5.1.4. grant the use of Shetland UHI 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.

8. Delegation to the Board Secretary (or Governance Professional)

- 8.1. The delegations to the Board Secretary are always subject to the Articles of Association and Standing Orders of the Board and all policies of the Board from time to time in force.
- 8.2. The Board Secretary is authorised:
 - 8.2.1. to keep proper records and Minutes of the Board's and Committees' proceedings and to prepare agendas, draft minutes and agreed minutes of all meetings of the Board or any committee;
 - 8.2.2. to make available for inspection copies of the Agenda and agreed Minutes of any meeting of the Board or any committee and also of any

report or other document (other to those marked confidential)

considered by such a meeting;

- 8.2.3. to authorise enhanced disclosures and/or criminal record checks from Disclosure Scotland on all Board Members appointed by Shetland UHI.
- 8.2.4. to maintain the Register of Interests of the directors and members of the senior management team;
- 8.2.5. to arrange for any elections to the Board from teaching and support staff at Shetland UHI;
- 8.2.6. to receive resignations from the Board and to inform the Board of vacancies and impending vacancies;
- 8.2.7. to act on behalf of the Board, when authorised, as their representative and to enter into correspondence in any matter as directed by the Board.
- 8.2.8. undertake appropriate actions to ensure that the Board is sufficiently informed of its obligations as defined in legislation, the terms and conditions of grant, the Scottish Public Finance Manual, the Code and the Standing Orders.

9. Absence of the Board Secretary

- 9.1. In the absence of the Board Secretary, the Board shall agree temporary arrangements that can be put in place either by appointing a staff member to fulfil the delegated functions, or by making such other arrangements with UHI as may be required.