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Scheme of Delegation of Board Authority

**Author:** Disability Positive

**Revision Date:** xxxx

**Version:** xxxx

Disability Positive

Scheme of Delegation of Board Authority

**Revision History**

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**Document Control**

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# Scheme of Delegation of Board Authority

The Scheme of Delegation of Board Authority in force from 21st December 2019for Disability Positive, Company Limited by Guarantee No: 4050994 Charity Commission No: 1091744

Disability Positive’s vision is a world that is Disability Positive.

Our work is focused on eight strategic themes established by the Board in coproduction with Disability Positive members. The Scheme of Delegation is a reference for volunteers and staff, showing what authority the Board has delegated to committees, the Chief Executive Officer and other volunteers or staff under article 84 of the Constitution.

The Scheme of Delegation is constructed so as to empower and enable timely and effective action by volunteers and staff working in partnership for the benefit of disabled people. It ensures an appropriate level of delegation from the Board so that there is effective decision-making. It also ensures that the trustees are able to fulfil their legal and constitutional duties, through mechanisms and policies which enable them to delegate, monitor and, if necessary, modify or withdraw the delegated authority if it is considered in the interests of disabled people.

This Scheme of Delegation should be read alongside the Articles of Association, Governance Code Principles, the Chief Executive Officer’s Job Description and the Terms of Reference for the following committees:

* Finance and Audit Committee
* Strategy and Risk Committee
* Governance Committee (including trustee nominations)
* Human Resource and Remuneration Committee

This Scheme of Delegation comes into force on 21st December 2018and is valid until amended by the Board.

Where matters are referred to in the attached Scheme as being delegated to the Chief Executive Officer, this empowers the Chief Executive Officer to delegate further to the Senior Management Team, other staff or volunteers (except where it is expressly prohibited).

Where matters have been delegated to the Chief Executive Officer, the Chief Executive Officer remains accountable to the Board for exercise of the powers delegated. Where matters are not specified as delegated, they are reserved to the Board.

The Chief Executive must bring any other matters/developments to the Board that they think Trustees should be aware of (to include anything that involves a significant risk etc).

The Board is not entitled to give away any of its authority permanently and, as stated in article 86 of the constitution, it retains the right to revoke or alter, at its sole discretion, any or all of the powers it delegates if, for example, the Board is concerned that:

* + delegated powers are not being used effectively in the interests of disabled people
  + the use of delegated powers is damaging the interests or reputation of Disability Positive
  + delegated powers are being used against the letter or spirit of Disability Positive’s agreed policies and procedures.
  + The acts and proceedings of the committees are not being reported promptly to Board

Disability Positive is a complex organisation, operating in a changing Health & Social Care landscape. This Scheme of Delegation provides the framework for decision-making and action but there will be instances where it is not clear by whom an issue should be decided, or differences arise.

The Board expects every volunteer or member of staff at Disability Positive to work constructively together to arrive at timely, clear pragmatic solutions within the spirit of our strategy (including the ‘behaviours’), our values, and the Code of Conduct, to maximise the positive impact of our work for disabled people.

This Scheme of Delegation also indicates the key sources of advice to the Board to assist the exercise of its functions. Assistance and advice on this Scheme of Delegation, and other constitutional and governance arrangements, should be sought from the Chief Executive Officer or Chairperson.

Except where otherwise stated, reference to a specific office holder applies to an individual nominated to act for them, for example during periods of leave or illness, or where the post is vacant.

| **Delegated matter** | **Delegation by Board to:** | **Limitation** | **Reference Document** | **Further delegation to:** | **Record of further delegation** |
| --- | --- | --- | --- | --- | --- |
| **1. Leadership and Management** | | | | | |
| 1.1 Operational leadership and management of staff and volunteers | Chief Executive Officer  Reported to: Board | Within Disability Positive’s governance framework/Strategic Direction, to meet Disability Positive’s short and long term objectives to further aims of Disability Positive’s objects | Chief Executive Officer’s job description (August 2020)  Charities Act 1993: s14B(4), s(50(1), s61(2) Governance Code Principles 1, 2 & 4 | Staff and volunteers | Job / role descriptions |
| 1.2 Promote the improvement of services by statutory and other bodies and organisations | Chief Executive Officer |  |  | Staff and volunteers | Job / role descriptions |
| 1.3 Organise or support conferences, meetings or training courses | Chief Executive Officer |  |  | Line Management Reports | Job / role descriptions |
| 1.4 Set up of focus groups or structures for the effective delivery of Disability Positive’s strategic work plans | Chief Executive Officer  Monitored by: Strategy & Risk Committee |  | Terms of Reference for Strategy & Risk Committee |  | Job / role descriptions |
| 1.5 Make urgent business decisions. | Chairperson and Chief Executive Officer  Approved by Board | Only if unable to arrange a telephone conference call with majority of Board members and issue is time sensitive. | Within Disability Positive’s governance framework/Strategic Direction, to meet Disability Positive’s short and long term objectives | Any use of this power must be reported to the Board as soon as possible |  |

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| **Delegated matter** | **Delegation by Board to:** | **Limitation** | **Reference Document** | **Further delegation to:** | **Record of further delegation** |
| **2. People** | | | | | |
| 2.1 Determine pay and conditions of service of Chief Executive Officer and performance of Chief Executive Officer | HR and Remuneration Committee  Approved by: the Board |  | Terms of Reference for Remuneration Committee  Governance Code Principles 1, 3,& 4 |  |  |
| 2.2 Recruit staff and determine staffing arrangements other than for Chief Executive Officer and Senior Management | Chief Executive Officer. Monitored by HR and Remuneration Committee, approved by Board | Within operating plan and budget approved by the Board | Constitution articles 10(9)  Chief Executive Officer’s job description (August 2020) | Line Management reports | Job descriptions |
| 2.3 Approve policies for Disability Positive staff/volunteer management (including discipline and grievance procedures) | Chief Executive Officer | Within legal and regulatory best practice and approved by external Employment Law service. | Chief Executive Officer’s job description (August 2020) | Line Management reports | Job descriptions  Policies and procedures |
| 2.4 Determine arrangements and approve policies for volunteering and volunteers (other than trustees) – including roles and dealing with problems | Chief Executive Officer | All volunteers other than trustees | Chief Executive Officer’s job description (August 2020) | Liaison with: Volunteer Coordinator and Line Management reports | Role descriptions  Policies and procedures |
| 2.5 Appoint external advisers to, and representatives of, Disability Positive for a period up to 3 years. | Chief Executive Officer, monitored by appropriate Committee to make recommendation to Board, approved by Board. | To facilitate the achievement of Disability Positive’s charitable objects (Constitution article 9) and strategy | Governance Code Principles 1 & 4  Companies Act 2006:15 s485 |  |  |
| **Delegated matter** | **Delegation by Board to:** | **Limitation** | **Reference Document** | **Further delegation to:** | **Record of further delegation** |
| 2.6 Suspension or removal of trustees. Disbanding, withdrawal of powers or expulsion of Board committees | Board |  | Constitution articles 73(6) (trustees) and bye-laws; article 86 (committees)  (see preamble to the Scheme of Delegation for examples where this may be judged to be necessary and “in the interests of Disability Positive”) |  |  |
| 2.7 Establishment of rules for refusal of applications for membership. Only in exceptional circumstances is refusal warranted. Suspension of members of Disability Positive for up to 3 months and revisited. | Chief Executive Officer | Governance Committee will decide on any appeal against refusal of an application for membership (Constitution article 34 and 36)  Suspension of membership under Constitution article 42 with appeal to Governance Committee | Constitution articles 35, 36, 40 and 42  Chief Executive Officer’s job description (August 2020)  (also see preamble for examples where this may be judged to be necessary and “in the interests of Disability Positive”) | No further delegation authorised |  |
| 2.8 Termination of membership of members of Disability Positive | Decisions under Constitution article 42(1),(2) and (3) delegated to Chief Executive  Decisions under Constitution article 42(4) reserved to Board | Not including trustees | Constitution article 42  (also see preamble for examples where this may be judged to be necessary and “in the interests of Disability Positive”) |  |  |
| **Delegated matter** | **Delegation by Board to:** | **Limitation** | **Reference Document** | **Further delegation to:** | **Record of further delegation** |
| 2.9 Ensuring Disability Positive has Safeguarding policies and procedures to meet legal and regulatory obligations in respect of adults, children and young people at risk | Chief Executive Officer  Approved by Board | Within legal and regulatory best practice and approved by external Employment Law service. |  |  |  |
| 2.10 Nominate and elect a trustee to serve in the positions of chair and treasurer, where appropriate. | Board |  | Governance Code Principles 1 & 3 |  |  |
| 2.11 Agreeing procedures for the effective  evaluation of the board and individual trustees,  and committees and ensure succession planning in place | Board |  | Governance Code Principle 3  Terms of Reference |  |  |
| 2.12 Receive the declarations of interest of trustees and staff members that may conflict with Disability Positive business | Board |  | Companies Act 2006:6 s175  Governance Code Principles 1 & 5 |  |  |
| **Delegated matter** | **Delegation by Board to:** | **Limitation** | **Reference Document** | **Further delegation to:** | **Record of further delegation** |
| **3. Strategy and Risk** | | | | | |
| 3.1 Leadership of Disability Positive’s overall strategy and key policies within Disability Positive’s charitable objects and constitution ‘Key policies’ reserved to the Board for approval/review/amending are:   * trustee code of conduct * trustee engagement/ agreement to serve * trustee recruitment, induction and development * membership policy * employment policy * health and safety policy * environmental policy * complaints policy * finance policy * investments policy * reserves policy * anti-bribery and anti-corruption policy * risk management policy * conflicts of interest policy * equal opportunities policy * Safeguarding policy | Board | Validation of strategy by Disability Positive Membership | Constitution articles 9  Trustee Act 2000: s15(3)  Governance Code Principles 1, 2, 5 & 6 | Advice from:  Board committees /  Chief Executive |  |
| 3.2 Formulation and implementation of policies to meet Disability Positive’s legal obligations and/or implement Disability Positive’s strategy | Chief Executive Officer |  | Chief Executive Officer’s job description (August 2020)  Governance Code Principles 4 | Liaison with:  Boars committees / Line Management reports |  |
| **Delegated matter** | **Delegation by Board to:** | **Limitation** | **Reference Document** | **Further delegation to:** | **Record of further delegation** |
| **4. Planning and Finance** | | | | | |
| 4.1 Formulate, modify and recommend Disability Positive’s annual operating plan and budget to the Board | Chief Executive Officer  Assessed by:  Finance and Audit Committee  Approved by:  Board | Within the framework of Disability Positive’ strategy | Chief Executive Officer’s job description (August 2020)  Governance Code Principles 2 | Liaison with:  Head of Finance |  |
| 4.2 Control and monitoring of Disability Positive’s activities and expenditure | Chief Executive Officer  Monitored by the Finance and Audit Committee and/or Strategy and Risk committee  Reported to the Board | In line with annual planned and budget approved by the Board  Monitoring within delegations to Finance and Audit Committee, and Audit and Risk Committees | Chief Executive Officer’s job description (August 2020)  Governance Code Principles 1 & 2 | Line management reports | Job descriptions  Objectives  Annual plans |
| 4.3 Re-allocation of resources ‘in-year’ to meet emerging requirements | Chief Executive Officer  Monitored by the Finance and Audit Committee | Within overall annual budget approved by the Board | Chief Executive Officer’s job description (August 2020) | Any use of this power must be reported to the Board as soon as possible |  |
| 4.4 Signature of cheques and financial authorities (e.g. BACS) | Chief Executive Officer  Board  Monitored by Finance and Audit Committee | Within overall annual budget approved by Board:  Under £xxxxx:  Chief Executive Officer  Over £xxxxx:  Board (authorised cheque signatories)  Unbudgeted spend:  Under £xxxx Chief Executive Officer  Over £xxxx Board | Constitution articles 10(15)  Finance Policy | Senior Management Team  Within contract signing limits |  |
| **Delegated matter** | **Delegation by Board to:** | **Limitation** | **Reference Document** | **Further delegation to:** | **Record of further delegation** |
| 4.5 Approve changes to banking arrangements (e.g. new borrowing terms) | Treasurer and Chief Executive Officer  Monitored by:  Finance and Audit Committee  Reported to:  Board |  |  |  |  |
| 4.6 Authorise funds investments on behalf of Disability Positive | Treasurer and Chief Executive Officer Monitored by: Finance and Audit Committee (investment)  Approved by Board |  | Constitution articles 10(10) |  |  |
| 4.7 Approval of expenditure for Disability Positive items or projects | Chief Executive Officer  Board | Within overall annual budget approved by Board:  Under £xxxxx:  Chief Executive Officer  Over £xxxxx:  Board (authorised cheque signatories)  Unbudgeted spend:  Under £xxxx Chief Executive Officer  Over £xxxx Board |  |  |  |
| 4.8 Approval of expenditure for held client funds (e.g. supported banking service, short-break individual payments service or HMRC payments for clients) | Chief Executive Officer  Board | Under £xxxxxxx (total payment, supported by evidence):  Chief Executive Officer  Over £xxxxx (total payment, supported by evidence):  Board |  | Within contract signing limits |  |
| 4.9 Accept or reject donations - e.g. ethical reasons. | Chief Executive Officer |  | Chief Executive Officer’s job description (August 2020) |  |  |
| **Delegated matter** | **Delegation by Board to:** | **Limitation** | **Reference Document** | **Further delegation to:** | **Record of further delegation** |
| 4.10 Authorise funding applications, service delivery applications, income generation programmes, fundraising | Chief Executive Officer  Approved by Board | Within the financial limits in 4.7 and within the framework of Disability Positive’ strategy with minimal risk: CEO reporting to Board under significant management decisions  Anything over the financial limits in 4.7 or not in line with the framework of Disability Positive’ strategy and/or a higher risk and more onerous contract term: Business Case to Board | Charities Act 1993:12 s55(3)  Governance Code Principles 1, 2 & 4 |  |  |
| 4.11 Authorise exgratia payments | Chief Executive Officer | Under £xxxx:  Chief Executive  Over £xxxx:  Board |  |  |  |
| 4.12 Establishing and implementing risk management strategy | Chief Executive Officer  Monitored by:  Strategy and Risk Committee  Reported to:  Board |  | Chief Executive Officer’s job description (August 2020) |  |  |
| 4.13 Formulate and recommend Disability Positive’s risk management framework to the Board | Chief Executive Officer  Assessed by:  Strategy and Risk Committee  Approved by:  Board | Within the framework of Disability Positive’ strategy | Chief Executive Officer’s job description (August 2020) |  |  |
| **Delegated matter** | **Delegation by Board to:** | **Limitation** | **Reference Document** | **Further delegation to:** | **Record of further delegation** |
| 4.14 Control, monitoring and review of risk matrix | Chief Executive Officer  Monitored by: Strategy and Risk committee  Reported to: Board | In line with the risk management policy framework and Disability Positive’s strategy |  | Line management report | Job descriptions |
| **5. Legal and Regulatory** | | | | | |
| 5.1 Approval of recommendations to change/ amend the charity’s governing document. | Board | Subject to the approval of the Charity Commission and members, where applicable. | Charities Act 1993:5 s3B(3), s74C(2), s74C(4), s74D(2), s74D(4)  Governance Code Principles 1, 2 & 6 |  |  |
| 5.2 Approval of/Amendment to standing orders (by-laws), a schedule of matters reserved for the board and financial reporting for the regulation of its proceedings and business. | Board | Subject to the approval of the Charity Commission and members, where applicable. | Governance Code Principles 1 & 4 |  |  |
| 5.3 Sign statutory and other routine reports to regulatory bodies (e.g. Companies House and Charity Commission | Treasurer  Monitored by: Board |  | Charities Act 1993:4 s3B(1), s3B(3) Governance Code Principles 1 & 4 |  |  |
| 5.4 Authority to enter into contractual or other partnerships in pursuit of Disability Positive’s objects | Chief Executive Officer  Monitored by the Finance and Audit Committee  Approved by Board |  | Terms of Reference for Finance and Audit Committee  Constitution Articles 10 |  |  |
| **Delegated matter** | **Delegation by Board to:** | **Limitation** | **Reference Document** | **Further delegation to:** | **Record of further delegation** |
| 5.5 Authorise signing for data protection registration | Chief Executive Officer |  | Chief Executive Officer’s job description (August 2020) |  |  |
| **6. Property** | | | | | |
| 6.1 Acquisition and disposal of Disability Positive’s land and property | Board |  | Charities Act 1993: s36(3), s36(5)  Governance Code Principle 1  Constitution article 10(2) and (3) |  |  |
| 6.2 Apply charitable property to the furtherance of the charity’s objects. | Board |  | Governance Code Principles 1, 2 & 5 |  |  |