

## **Annexe 3**

### **Policy on Chair's Action**

#### **1. Introduction**

The Corporation has power to delegate appropriate functions and purposes to the Chair under Article of Government 4(b). This policy sets out the authority of the Chair to be able to take Chair's Action on a particular decision. In determining the need to take Chair's Action, the Chair and the Clerk will first consider whether the matter could be resolved by all Governors through a written resolution in accordance with Standing Order 4.4(9).

#### **2. Responsibility and Implementation**

The Corporation has determined that the Chairman shall have delegated powers to act on its behalf between scheduled meetings of the Corporation as detailed in this policy. Under Article of Government 9 the following functions cannot be delegated:

- (a) The determination of the educational character and mission of the institution;
- (b) The approval of the annual estimates of income and expenditure;
- (c) The responsibility for ensuring the solvency of the institution and the Corporation for safeguarding their assets;
- (d) The appointment of the Principal or holder of a senior post (except to a Committee of the Corporation);
- (e) The appointment or dismissal of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff); and
- (f) The modification or revocation of these Articles.

In normal circumstances, Chair's Action would only be authorised where:

- (a) Items of routine business that would not normally merit discussion at a meeting of the Corporation;
- (b) Matters relating to the implementation of policies that have already been approved by the Corporation; and
- (c) Any issue which, in the view of the Chairman and Clerk, is too urgent and important for consideration to be deferred until the next scheduled meeting of the Corporation, especially where any lack of timely action could damage the interests of the College.

"Items of routine business" are defined as any items that fall below the College's acceptable risk appetite. This assessment will be based on:

- (a) An assessment of the likelihood and impact of the risk materialising in the case of no action (or lack of timely action); and
- (b) A comparison of this in line with the College's risk appetite (as measured by the College's agreed approach set out in the risk management policy and debated from time to time).

#### **3. Policy Details**

Criteria to be adopted by the Chair and Clerk in considering the need for Chair's Action:

Approved: July 2019

- Requirements of regulators and statute do not explicitly require the decision to be taken by the Corporation or the Audit and Risk Management Committee (i.e. approval of annual budget etc).
- Has the advice of the Principal and CEO been taken?
- Has the advice of any relevant Corporation Committee been taken?
- This decision does not contravene the Instrument and Articles of Government or the Corporation's own Standing Orders?
- Is this decision one which a majority of Governors would consider not worth bringing to Corporation for consideration?
- Is this decision a simple and straightforward follow-on from a decision already made by the Corporation?
- It does not require legal or other external advice before taking this decision?
- Would delay in making this decision seriously damage the interests of the College?

If the answer to all relevant questions above, or based on a balance of agreed risk, is "yes", the Chair is entitled to approve decisions on behalf of the Corporation.

In all cases, the Chair will exercise great care before taking action on behalf of the Corporation, and will consult with the Clerk 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 College. The Chair may also wish to consult with the Vice Chair (provided he is not also the Chair of the Audit and Risk Management Committee) and the Chair of the Resources Committee and the Principal and CEO, especially where Chair's Action would result in major financial or contractual commitments for the College.

It would be usual for the Chair to be advised by the Principal and CEO and, as appropriate, members of the College Senior Management Team before any decision is taken.

Chair's Action will be recorded on an appropriate form to be retained by the Clerk. Where the Chair has exercised his/her delegated authority to act on behalf of the Corporation, a report on the action taken, along with any background documents, will be made to the next scheduled meeting of the Corporation where the Chair will explain the reason why action was taken.

The Audit and Risk Management Committee will have responsibility to review the process for exercising the rights under Chair's Action to satisfy itself that these have been exercised appropriately.

On occasions where the Chair is not available to take Chair's Action then the Vice Chair will be authorised to take Chair's Action on his/her behalf.

#### **4. Related documentation (policies, procedures or guidance)**

- Standing Orders