The Governance Arrangements of the Corporation of RNN Group

Scheme of Delegation

Policy Area: Governance

Policy Lead: Director of Governance

Date of Approval: 11 May 2026

Framework and Principles of Delegation

The relationship between the Chair, the Chief Executive and Principal, other Senior Post-holders and the Director of Governance is fundamental to achieving sound corporate governance standards. At the heart of this lies the distinction between governance and management, and the role of the Director of Governance in leading the process of governance.

The Board of Governors, as a corporate body acting under the leadership of the Chair, maintains a strategic role by agreeing a framework within which the Chief Executive and Principal is free to lead day-to-day operations, understanding that the framework contains effective methods by which the Board will test that the Group is being properly managed and that quality, financial and safety objectives are being met.

In order to achieve efficient operation of this strategic framework, the Board will delegate responsibilities to its committees, the Chair (or Vice-Chairs) and the Chief Executive and Principal according to the Articles of Government. The arrangements for delegation are set out in the remainder of this document.

Board of Governors

- The main business of the governing body is to determine the educational character of the Group and ensure its overall well-being and financial solvency

- The overall character of a Group – what courses it offers, which students it caters for, what sort of learning environment it provides – is referred to as its educational character

- The mission is the statement of the fundamental aims and purposes of the organisation

The Board of Governors is responsible for:

- Determination and review of the educational character and mission of the Group, including publishing arrangements for obtaining staff and student views on the Group's vision, mission and activities
- Approving corporate strategy, plans and budgets
- Determining major business decisions and corporate policy
- The framework of governance and management control
- The framework for the pay and conditions of service of staff
- The quality of performance of the Group
- Senior post holder appointments and performance.

As a general rule these responsibilities cannot be delegated.

Committees

The Board has established committees to assist with the efficient operation of activities. These are Audit & Risk, Finance and Resources, Quality and Standards, Search, Governance and Remuneration, and Special Committee. The Board also has a time limited English and Maths Task and Finish Group and may set up further advisory groups for specific items of business. These have included the Capital Projects Group, Pay & Reward Task and Finish Group and Apprenticeship Impact Group. Advisory groups have no delegated powers.

The terms of reference for all of these committees/groups have been approved by the Board and define the constitution and delegated authority for each one.

Chief Executive and Principal

The Chief Executive and Principal is responsible for:

- acting as Chief Accounting Officer for the Board
- making proposals to the Board about the educational character and mission of the Group
- determination of the Group's academic and other activities
- preparing annual estimates of income and expenditure
- management of budget and resources within approved estimates and according to the Financial Memorandum
- the organisation, direction and management of the institution and leadership of the staff
- the appointment, assignment, grading, appraisal, suspension and dismissal of staff, within the approved framework
- maintaining student discipline
- suspending or excluding students on disciplinary grounds or excluding students for academic reasons according to approved procedures

The Chief Executive and Principal may delegate functions to any member of the Executive, other than the management of budget and resources, compliance with the Financial Memorandum and all other terms and conditions of funding, and any functions that have been delegated to the Chief Executive and Principal by the Board.

Director of Governance

The Director of Governance is responsible for advising the Board with regard to the operation of its powers, procedural matters, conduct of its business and matters of governance practice; none of these responsibilities may be delegated.

The Executive

The Executive has been established by the Chief Executive and Principal as the most senior management decision-making group in the Group. Its primary function is to implement the current Strategic Plan, to approve tactical/operational business plans (within the powers delegated from the Board to the Chief Executive and Principal), and to consider reports and policy proposals to be made to the Board or its committees.

General Rules for Procurement

AAny contract or transaction with a monetary value of over £250,000 (including VAT) requires the approval of the Finance and Resources Committee. The Financial Regulations set out approval structure limits below this threshold.

Review

The Board will review the Scheme of Delegation annually and will publish a Statement of Corporate Governance and Internal Control within the Annual Report and Financial Statements.

Scheme of Delegation

For the avoidance of doubt, the Board of Governors may determine any matter which has been delegated in accordance with the Scheme of Delegation. Furthermore, a committee, the Chair or the Chief Executive and Principal may refer a matter to the Board rather than exercise the powers delegated.

Where Group policy and procedural documents are in place to assist with governance, these are referenced.

Annex A sets out the appropriate level at which decisions are required to be made

Annex B set outs the Policy Framework for the Board and its Committees

Annex C sets out the appropriate level at which policies and procedures are required to be approved

Roles

Chair of the Board of Governors

a. With the support of the Director of Governance, ensure the Governing Body is properly constituted, structured and that membership meets the target profile
b. ensure through the Director of Governance that the RNN Group can meet fully its statutory requirements in respect of
   - setting budgets, approving strategies and policies
   - monitoring performance against targets
   - maintaining the solvency of the Group
   - reporting to funding bodies
   - conducting business in accordance with its Instrument & Articles
c. Undertake the performance reviews of the CEO & Principal, and Director of Governance
d. establish strong, open, supportive, challenging and effective relationships with and between the CEO & Principal, other governors and the strategic leadership team
e. act as a critical friend and sounding board to the CEO & Principal to offer general and specific support where strategic or contentious issues are concerned
f. provide strategic leadership through key developments and opportunities within the FE sector
g. build relationships with and influence stakeholders in order to raise the profile of the Group, locally and regionally
h. keep informed of the main strategic issues impacting on the Group within the local/ regional economy helping to identify future opportunities for students
i. regular attendance at RNN Group events to support curriculum / commercial activities

j. follow the highest standards of corporate governance in line with the Members' Code of Conduct
k. meet with individual Governing Body members to conduct their annual performance review and discuss their contribution and development as governors
l. chair meetings of the Board
m. oversee the appointment of the CEO & Principal, Senior Post-holders and the Director of Governance
n. oversee the implementation of any disciplinary or grievance procedures involving the CEO & Principal, Senior Post-holders and the Director of Governance
o. hear staff or student appeals as necessary and in accordance with Group policies

Vice Chair of the Board of Governors

a. In the absence or disability of the Chair of the Board, to perform the responsibilities of the Chair according to the College's Instrument and Articles of Government, Standing Orders and as set out in the Chair of the Board's Role Description
b. To chair meetings of the Board in the absence of the Chair and ensure that it functions effectively
c. To assist the Chair, as required, to fulfil the duties and responsibilities of the leadership role and ensure the effective operation of the Board and its committees
d. To develop an effective working relationship with the Chair of the Board, the other Vice Chair (if appointed), the Group CEO and Principal and the Director of Governance, based on a full understanding of the role of the Board in the governance of the College
e. To take the lead on particular aspects of Board activities, as agreed in discussion with the Chair, and to act on matters delegated by the Chair
f. To act as Deputy when the Chair is unable to attend a meeting, function or matter of business requiring his/her involvement, including representing the Group/Board at local, regional and national events if available to do so and to report back to the Board as appropriate
g. To continue to fulfil all duties of a governor and as a member/chair of committees

To be available to members of the Board, whether individually or collectively, should they have concerns which contact through the normal channels of the Chair and/or Director of Governance, is inappropriate

Chairs of Committees of the Board of Governors

1 With the support of the Director of Governance, to ensure –

- that appropriate issues are brought to the Committee
- that the business at Committee meetings is conducted efficiently and effectively

- that issues before the Committee are debated fully and that all committee members have the opportunity to contribute
- that discussions and decisions are properly summarised and recorded

2 To invite the attendance of any person at a Committee meeting after having taken the advice of the Chief Executive and Principal and the Director of Governance.

3 To rearrange the date of a meeting in consultation with the Director of Governance if there are good reasons for so doing. The Committee Chair may also cancel a meeting if the Director of Governance advises that there is insufficient business requiring the Committee's attention to justify holding a meeting before the next scheduled meeting of the Committee.

4 To exercise a second or casting vote where there is an equality of votes on any issue at a Committee meeting.

5 To develop an effective working relationship with the Chief Executive and Principal and the Director of Governance based on a full understanding of the role of the Committee and the Board in the governance of the Group.

6 To provide leadership for the Committee.

7 Where appropriate to offer both general and specific support to the Chief Executive and Principal where strategic, major or contentious issues within the Committee's terms of reference are involved.

Chief Executive and Principal

In addition to the duties defined in the Chief Executive and Principal's job description:

1 To sign on behalf of the Board, where appropriate, any documentation necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the Group's business.

2 To act as Health & Safety Director.

3 To act as Accounting Officer.

4 To oversee compliance with Data Protection legislation.

5 To oversee compliance with Freedom of Information legislation.

Director of Governance

1 To promote the effective governance of the Group.

2 To seek to ensure that the Board's proceedings are conducted in accordance with the provision of the statutory Instrument and Articles, the Education Acts (as modified or replaced from time to time) and the general law.

3 To organise the proper conduct of meetings of the Board and its committees, and ensure that correct procedures are followed.

4 To ensure that all appointments to the Board and committees have been validly made.

5 To be responsible for administering those procedures which have been approved by the Board for making certain information available to the public in accordance with the principle of transparent and open accountability, including registers of attendance, members, members' interests and rules and procedures made or authorised by the Board.

6 To ensure that the Registers and copies of the statutory Instrument and Articles of Government are made available for public inspection.

7 To be responsible for the proper use of the Corporation Seal, including keeping the Corporation Seal in safe custody, ensuring that all deeds and documents to which the Corporation Seal has been affixed have been properly authenticated and keeping a record of all documents to which the Corporation Seal has been affixed.

8 To be responsible for providing guidance and support to the Board and its committees on corporate governance issues, including giving independent guidance on statutory and constitutional matters to the Board, making available professional advice to the Board and, where necessary, to individual Governors in relation to the discharge of their responsibilities.

9 To take a leading role in the induction of new Governors and in planning and delivering Governor training.

10 To advise the Board of Governors on areas of policy and strategy to be determined.

11 To facilitate determination and approval of Group policy and strategy documents in consultation with the Chief Executive and Principal and relevant Managers.

12 To be responsible for administering the reimbursement of governors' expenses.

13 To support the Group's subsidiary companies (if required)

Board members

1 To contribute to achievement of the responsibilities of the Board of Governors as defined in the Instrument and Articles of Government.

2 To assist in fostering an environment that enables the Group to fulfil its mission, for the benefit of learners and the wider community.

3 To take part in overseeing the Group's governance and internal control processes to ensure compliance with the Group's regulatory and accountability framework.

4 To attend meetings of the Board of Governors, Committees and other occasional events arranged by the Group.

5 To be a member of ad hoc working groups as required.

6 To participate actively and constructively in meetings of the Board and the appropriate committees.

7 To participate in the Link Governor Scheme.

8 To take an active interest in post-16 education and training in general and in the Group in particular.

9 To sign and abide by the Code of Good Governance as approved by the Board.

10 To declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the Board.

11 To sign and abide by the Code of Conduct as approved by the Search, Governance and Remuneration Committee

12 To contribute to the strength of the Board by bringing an external perspective and experience to the Board's oversight of the Group but to stop short of giving professional advice.

13 To act as an ambassador for the Group and to foster good relations between the Group and the local community.

4 Always to act in the best interests of the Group and not to speak or vote as if mandated by other persons or bodies.

15 To be aware of and comply with the Group's policies in all aspects of the duties and responsibilities of a governor, including but not limited to equality, safeguarding, health and safety, rules relating to visitors on Group sites.

16 To respect the confidentiality of matters relating to the Group, students and members of staff when required.

Date	**Version**	**Summary of changes**	**Changes made by**
11/05/2026	3.0	Updates for clarity (see coversheet for full details)	Search, Governance and Remuneration Committee
11/09/2024	2.0	Updates around Committees, procurement limits in line with the Financial Regulations, inclusion of Annex B Board and Committee policy framework and inclusion of Code of Conduct	Search and Governance Committee
December 2022	1.0	Policy drafted	Search and Governance Committee