EAST SUSSEX COLLEGE

The Governance Arrangements of the East Sussex College Board

Scheme of Delegation

Policy Area:	**Governance**
Policy Lead:	**Director of Governance**
Approval By:	**Board**
Date of Approval:	**July 2026**

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Introduction

The Corporation of East Sussex College Group is known as the Board, its members as Governors, and the 'Principal' role as the CEO, in its public-facing bodies to facilitate understanding of its function within its communities.

This scheme forms part of the Policy Framework, which determines how the ESCG Board (the Board) conducts its business and its relationship with the CEO & Principal. It should be read alongside the following documents, which set out the detailed rules, and the respective responsibilities of all parties:

- The Instrument & Articles of Government
- The Standing Orders
- The Financial Regulations, including the ESCG Bribery and Fraud statements
- Board policies for:
    - Equality & Diversity
    - Health, Safety & Welfare
    - Safeguarding & Prevent
- Other key ESCG policies, as detailed in the policy framework.

The Board model and the distinction between governance and management

The relationship between the Board and the CEO is fundamental to the successful management of the affairs of the College, at the heart of which is the distinction between 'governance' and 'management'.

The overall aim of the Board is to agree its operational framework and strategies to ensure that it can monitor progress in implementing them. This requires having an objective and effective means of knowing whether the College is appropriately managed to fulfil its mission and that it is in good financial health.

It is recognised that to achieve this; it is both necessary and good governance for a Board to:

- Delegate matters to the CEO & Principal, under the provisions of the Articles of Government and in a way that reflects the complexity of the College and the experience of the management team. These are set out below at Item 1.
- Determine a clear set of executive limitations, which state the rules and boundaries within which the CEO & Principal must work to achieve the College's aims. These are set out at Item 4.

1. Role of the Corporation

The Corporation sets the strategic and operational framework within which the CEO & Principal will manage the College, and the Corporation will monitor and hold the Executive Team to account to achieve the College's Strategic Plan objectives.

2. Responsibilities

The responsibilities of the Corporation are set out in the Articles of Government. Article 3(1) states that the Corporation shall be responsible for the following functions:

- The determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- Approving the quality strategy of the institution.
- The effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets.
- Approving annual estimates of income and expenditure.
- The appointment, grading, suspension, dismissal and determination of the pay and service of the holders of senior posts and setting a framework for the pay and conditions of service of all other staff.

Additionally, the Board is responsible for assessing its performance, at least on an annual basis.

3. Non-Delegable Functions

Article 9 states that the Corporation shall not delegate the following functions:

- The determination of the educational character and mission of the institution.
- The approval of the annual estimates of income and expenditure.
- The responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets.
- The appointment of the CEO & Principal or holder of a senior post.
- The appointment of the Director of Governance, (including, where the Director of Governance is, or is to be, appointed as a member of staff, the Director of Governance's appointment in the capacity of a member of staff).
- The modification or revocation of these Articles.

Furthermore, the Board retains to itself the powers and duties specified in Section 4 below, delegating other functions to the specified Committees and the Chair and CEO & Principal to ensure effective and efficient governance and management of the Board within the legal requirements.

Finally, the Board may not delegate the consideration of the case for dismissal and the power to determine an appeal in connection with the dismissal of the CEO & Principal, the Director of Governance or the holder of a senior post, other than to a committee of members of the Corporation.

4. Other Powers and Duties Reserved by the Board

- Ensuring that academic standards, including success rates and targets, are monitored, and appropriate action is taken where standards are unsatisfactory.
- The approval of annual estimates of income and expenditure.
- The review of the framework of pay and conditions of service for staff and senior post holders.
- The approval of the ESCG Strategic Plan and Disaster Recovery Plan.
- The approval and annual review of the ESCG Quality Strategy (which may form part of the strategic plan).
- Approval of business and investment plans.
- To determine the circumstances in which, and at what level, fees are to be charged, provided these arrangements are integral to the annual estimates of income and expenditure approved by the ESCG Board.
- Ensuring the solvency of the College and the safeguarding of its assets.
- Ensuring compliance with the College Financial Handbook.
- Approval and review of franchise arrangements.
- Approval of policy in respect of strategy.
- Approval of the award of tenders for contracts.*
- Approval of any amendments to the provision of banking services.*
- Approval of the disposal of an asset.*
- Authorisation of contracts for services.*
- Review of the business plan and control arrangements for overseas activities as appropriate.
- The review and approval of those policies requiring Board level approval, as set out in the policy review cycle or as required by legislation.
- Approval of the establishment and the procedure for the establishment of companies or joint ventures by the ESCG.
- The determination of the number of members of the Board, the length of term of office, the appointment or removal of any member of the ESCG Board, in accordance with the Instrument of Government.
- The establishment of Committees or single task Committees of the Board, the constitution and functions of such Committees and the delegation or recovery of any powers, functions or duties to or from such Committees, the Chair of the Board and/or CEO & Principal.
- The authorisation arrangements for members to authenticate the application of the Seal of the Corporation.
- Ensuring the availability of written statements for the Board's procedure regarding attendance at meetings by persons who are not members and the publication of the minutes of meetings.
- The determination of which staff posts within the College shall be defined as senior posts of the College.
- The establishment of rules and procedures setting out grievance and disciplinary procedures for staff and the same for senior post holders following Article 16.
- The making and maintenance of a Code of Conduct for Board members, procedures for complaints, whistleblowing and openness including access to agenda and minutes.
- The making of appointments to directorships of companies of which the Board owns or is a member.
- Responsibility for health, safety, safeguarding, equality and diversity.

* As set out in the College Financial Regulations

- Oversight of the College's estates strategy and major capital projects, including approval of significant investment decisions and disposals, undertaken with advice from the Major Projects & Estates Committee.

5. Delegation to the Chair of the Board

The Chair has the same legal authority as other Corporation members and acts as "First among Equals". The Chair is responsible for the leadership of the Corporation and is ultimately responsible to the College's stakeholders for the effectiveness of the Corporation.

The Chair may deal with those matters specifically delegated to him/her by the Corporation. However, the Chair shall not have delegated authority in relation to any matters listed in Article 3(1) see 3.2 above, or those responsibilities specifically delegated to the CEO & Principal under Article 3(2).

There shall be delegated to the Chair of the Board or in their absence the Vice-Chair(s), the following powers:

- To take Chair's Action, under the Standing Orders for the Corporation and its Committees.
- To call an extraordinary meeting of the Board.
- Where it would not be reasonable to wait until the next ordinary meeting of the Board, to establish a single task Committee as a response to an issue as a matter of urgency and to determine the number, membership and remit of the Committee following consultation with the CEO & Principal and the Director of Governance.
- The appointment to (or amendment of) membership of boards, Committees and single task Committees if required as a matter of expediency (this may, in turn, be delegated to the Director of Governance if needed to ensure that a meeting is quorate).
- To undertake duties as assigned to the post in accordance with the disciplinary procedures for senior post holders.
- To agree action taken by the CEO & Principal as a matter of urgency in accordance with the Standing Orders of the Board in circumstances where there is no time to utilise the provision for electronic resolution.
- Second or casting vote in situations where there is an equal division of votes.
- The Chair (or Vice Chair) shall form part of the selection panel for the CEO & Principal.
- To approve the acceptance of hospitality offered to senior post holders by organisations which may be seen as having a potential interest in supplying goods or services to the College.
- To act as the spokesperson for the Board.

6. Delegation to the CEO & Principal

In discharging their delegations, the CEO & Principal must act in accordance with the strategy set by the Board. There shall be delegated to the CEO & Principal (who may in turn delegate to the holder of a Senior Post if permitted by the Articles) the following powers:

- To implement the decisions of the Board and its Committees.
- To organise, direct and manage the College.
- To have oversight of the day to day running of the College estate, including any decision in respect of the closure of all or part of the College in response to any extenuating circumstance.
- To lead the staff of the College.

- To appoint, assign, appraise, suspend and dismiss (within the framework set out by the Board) College staff **other than holders of Senior Posts.**
- To enter into contracts as necessary with third-party providers to secure staffing resources to ensure a swift response to employer engagement needs.
- To approve appointments, assignments and dismissals in connection with the above which may fall outside frameworks as approved by the Board.
- To determine the duties of College staff.
- The making of rules relating to the conduct of College staff.
- To manage the budget and resources within the estimates approved by the Board.
- The making of rules concerning the conduct of students, including procedures for suspension and expulsion.
- To maintain student discipline and within the rules and procedure of the College and provided in the Articles to suspend or expel students on disciplinary grounds or for academic reasons.
- To deal with all other matters reasonably falling within the scope of the CEO & Principal's responsibilities and accountabilities including, without limitation, the granting of special leave of absence, the authorisation of overtime working and the authorisation of acquisition of goods, materials and services necessary for the activities of the College in accordance with College policy and Financial Regulations.

Additionally, under Article 10, the CEO & Principal may delegate functions to the holder of any other senior post, other than:

- The management of budget and resources.
- Any functions that have been delegated to the CEO & Principal by the Board.

7. The Role of The Director of Governance

The Director of Governance shall be responsible for the following functions, as set out in Article 3(3):

- Advising the Corporation with regard to the operation of its powers.
- Advising the Corporation with regard to procedural matters.
- Advising the Corporation with regard to the conduct of its business.
- Advising the Corporation with regard to matters of governance practice.

The remaining five core responsibilities of the Director of Governance are also laid out in the Instrument of Government, as follows:

- Receiving written notice of the Chair/Vice Chair's resignation.
- Receiving notice of a Member's disqualification from office.
- Receiving written notice of a Member's resignation.
- The maintenance of a Register of Interests.
- Calling meetings and sending out agendas.

8. Further Delegation or Recovery

The Board may delegate to or recover from any Committee or the CEO & Principal such matters as the Board may from time to time determine.

9. Interpretation

For the avoidance of doubt, the Board may determine any matter which, in accordance with its Scheme of Delegation has been delegated to a Committee, the Chair or CEO & Principal.

For the avoidance of doubt, a Committee, the Chair or CEO & Principal, rather than exercise the powers delegated in accordance with the Scheme of Delegation may refer the matter to the Board or relevant Committee for decision, as the case may be.

Finally, Committees, the Chair and the CEO & Principal shall exercise delegated authority with regard to the effective operation of the governance framework as a whole and may refer matters to another committee or the Board where this would improve clarity, assurance or effectiveness.

10. Documents Requiring Corporation Approval

The Corporation is responsible for approving the following documents. These documents will be reviewed initially by the responsible individual, with appropriate consultation, and will be considered for approval by the Corporation at appropriate meetings as laid out in the Cycle of Business.

Key Document or Report	Reason for Corporation Approval
1. Accountability Statement	Skills and Post-16 Education Act
2. Annual Budget	Instrument and Articles of Government: Article 3 and Article 9
3. Audit, Risk & Compliance Committee Annual Report	College Financial Handbook
4. Board Risk Appetite	FE & Sixth-Form College Corporations: Governance Guide
5. Borrowing Approval	Instrument & Articles of Government: Article 3 and Article 9
6. College Key Performance Indicators Review	Monitoring tool
7. College Reputation & Community Engagement Master Plan	Instrument of Government
8. Curriculum & Skills Master Plan *(Quality Strategy)*	Instrument & Articles of Government
9. Declarations of Interest Register	Instrument of Government - Clause 10; Standing Orders - Clause 2.3
10. Diversity Equity & Inclusion Report & Action Plan	Equality Act 2010 and requirement of ESFA Funding Arrangements
11. Estates Master Plan	Instrument & Articles of Government: Article 3 and Article 9
12. Environmental & Sustainability Report	DfE requirements for Streamlined Energy & Carbon Reporting and Climate Action Plans
13. Financial Statements	College Financial Handbook, Managing Public Money guidance
14. Financial Statements Audit Management Letter	Framework for Auditors & Reporting Accountants of Colleges
15. Financial Statements Auditors Engagement Letter	Framework for Auditors & Reporting Accountants of Colleges
16. Financial Statements Subsidiary Companies	College Financial Handbook, Managing Public Money guidance
17. Five Year Financial Plan	Instrument & Articles of Government: Article 3 and Article 9
18. Gender Pay Gap Report	Equality Act 2010 (Gender Pay Gap Information) Regulations 2017
19. Governance, Performance & Reputation Report	Articles of Government (Clause 5); Committee Terms of Reference
20. Health, Safety & Welfare Report	Health and Safety at Work Act 1974
21. Internal Audit Service Audit Needs Assessment and Plans	Framework for Auditors & Reporting Accountants of Colleges
22. Internal Audit Service Engagement Letter	Framework for Auditors & Reporting Accountants of Colleges
23. Internal Auditors Annual Report	Framework for Auditors & Reporting Accountants of Colleges
24. Letter of Representation - Financial Statements Audit and Regularity Audit	Financial Statements Auditors Requirement
25. People & Culture Master Plan	Instrument & Articles of Government
26. Regularity Self-Assessment Questionnaire & Managing Public Money Return	Framework for Auditors & Reporting Accountants of Colleges; College Financial Handbook, Managing Public Money guidance
27. Strategic Risk Register	FE & Sixth-Form College Corporations: Governance Guide

Key Document or Report	Reason for Corporation Approval
28. SEND Master Plan	Instrument & Articles of Government
29. Safeguarding & Prevent Report	Education Act 2002 s.175; Safeguarding Vulnerable Groups Act 2006; Keeping Children Safe in Education 2022
30. Self-Assessment Report (& Quality Improvement Plan)	Education Inspection Framework
31. Senior Postholder Performance & Objectives	Governance, Performance & Reputation Committee Terms of Reference
32. Strategic Plan	Instrument & Articles of Government: Article 3 and Article 9
33. Student Voice Strategy	Instrument & Articles of Government
34. Subcontracting & Partnership Arrangements	DfE Funding Standards and Funding Rules for 16-18 Study Programmes and Apprenticeships
35. Value for Money Annual Report	College Financial Handbook
36. Value for Money Strategy	College Financial Handbook

However, the following reports have been delegated for committee level approval:

Item	Approval Level	Frequency
1. Compliance with the DfE's Publication Requirements for College Websites	Governance, Performance & Reputation Committee	Annual
2. Compliance with the AoC Code of Good Governance	Governance, Performance & Reputation Committee	Annual
3. Cyber Security & Resilience Assurance Report	Audit, Risk & Compliance Committee	Annual
4. Information Governance – Data Protection Report	Audit, Risk & Compliance Committee	Annual
5. Internal Audit Annual Report	Audit, Risk & Compliance Committee	Annual
6. Mapping Against the Senior Post Holder Remuneration Code	Governance, Performance & Reputation Committee	Annual
7. Report on Individualised Learner Record Data Checks	Audit, Risk & Compliance Committee	Annual
8. Reputation & Brand Report	Governance, Performance & Reputation Committee	Annual
9. Senior Post Holder & Governor Expenses Report	Resources, Culture & Impact Committee	Annual

11. Policy Schedule

The Corporation is responsible for approving the following policies. The Cycle of Business outlines those policies that require Board approval as opposed to those where approval has been delegated to Committee level.

Item	Approval Level	Frequency
Committee Approval		
1. Bad Debt Policy	Resources, Culture & Impact Committee	Annual
2. Disposal of College Property	Resources, Culture & Impact Committee	Every 2 Years
3. Governor Handbook	Governance, Performance & Reputation Committee	Every 2 Years
4. Governor Networking & Development Programme	Governance, Performance & Reputation Committee	Annual
5. Governor Recruitment & Succession Planning Policy	Governance, Performance & Reputation Committee	Every 2 Years
6. Governor Visits Policy	Governance, Performance & Reputation Committee	Every 2 Years
7. New Governor Mentoring Policy	Governance, Performance & Reputation Committee	Every 3 Years
8. Senior Post Holder Capability Procedure*	Governance, Performance & Reputation Committee	Every 3 Years
9. Senior Post Holder Disciplinary Procedure*	Governance, Performance & Reputation Committee	Every 3 Years
10. Senior Post Holder Grievance Procedure*	Governance, Performance & Reputation Committee	Every 3 Years
11. Student Support Funds Policy	Resources, Culture & Impact Committee	Annual
Board Approval		
12. Anti-Bribery, Corruption & Fraud Policy	Board	Every 3 Years
13. Arrangements for Obtaining the Views of Staff & Students	Board	Every 2 Years
14. Cash & Treasury Management Policy	Board	Every 2 Years
15. Code of Conduct for Corporation Members (Eversheds)	Board	Every 2 Years
16. Code of Good Governance (AoC)	Board	Every 2 Years
17. Complaints Policy	Board	Every 3 Years
18. Data Protection Policy	Board	Every 3 Years
19. Disaster Recovery and Business Continuity Plan	Board	Every 3 Years
20. Diversity, Equity & Inclusion Policy	Board	Every 3 Years
21. Environmental & Sustainability Policy	Board	Every 3 Years
22. Expenses Policy	Board	Every 3 Years
23. Financial Regulations	Board	Annual
24. Freedom of Information Policy	Board	Every 3 Years

* Note – Where Senior Post Holder policies are approved at committee level, the Board shall retain visibility through receipt of a summary of changes and reserves the right to require escalation for approval where appropriate.

Item	Approval Level	Frequency
25. Freedom of Speech & Expression Policy	Board	Every 3 Years
26. Gifts, Hospitality & Declaration of Interests Policy	Board	Every 3 Years
27. Health, Safety & Welfare Policy	Board	Annual
28. Instrument & Articles of Government	Board	Every 2 Years
29. Procurement Policy	Board	Every 3 Years
30. Risk Management Policy	Board	Every 3 Years
31. Safeguarding & Prevent Policy	Board	Annual
32. Scheme of Delegation	Board	Annual
33. Senior Post Holder Remuneration Guidance (AoC)	Board	Every 3 Years
34. Standing Orders	Board	Every 2 Years
35. Student Union Constitution	Board	Every 3 Years
36. Subcontracting & Supply Chain Policy	Board	Annual
37. Tuition & Other Fees Policy	Board	Annual
38. Whistleblowing Policy & Procedure	Board	Every 3 Years

Summary of Changes

Version	Effective	Summary of Change	Prepared By	Approved By
1.	26.03.2019	New Scheme of Delegation	Director of Governance	ESCG Board
2.	21.10.2020	• Formatting amended. • Simplification of language. • Addition: In discharging their delegations the CEO must act in accordance with the strategy set by the Board.	Director of Governance	ESCG Board
3.	03.07.2023	• New format throughout and simplification of language. • New Section 1 on the Role of the Corporation. • Clearer distinction between Non-Delegable Functions (new Section 3) and Powers Reserved by the Board (section 4) • Section 5 (Delegation to the Chair) updated to more fully outline delegated responsibilities, e.g. Chairs Action, and to more fully describe their legal authority. • New Section 7 on the role of the Director of Governance. • New Section 10 on documents requiring Corporation approval. • New Section 11 (Policy Schedule), which clarify which policies will be approved at Board vs Committee level.	Director of Governance	ESCG Board
4.	08.07.2024	• Amendment to the list of annual reports that have been delegated to committee level approval. • Inclusion of compliance with the College Financial Handbook as additional duty reserved by the Board. • Amendments to the Policy Schedule, including changes to the frequency of review and policies delegated for Committee level approval.	Director of Governance	ESCG Board
5.	07.07.2025	• Amendments to the list of items requiring Corporation or Committee approval. • Amendments to the review frequency for various policies. • Amendment to the list of documents requiring Corporation approval. • Amendments to the list of policies in scope for governance oversight.	Director of Governance	ESCG Board
6.	09.07.2026	• Referencing the oversight of estates and major projects to anchor accountability (Section 4). • Inclusion of a system wide statement which specifies that delegation is intended to operate coherently across committees (Section 9).	Director of Governance	ESCG Board

Version	Effective	Summary of Change	Prepared By	Approved By
		• Amendment list of policies and key documents. • Amendment to the list of reports and documents requiring Board/Committee approval. • Removal of the 'Grants, Income & Partner Contracts Procedure', which is now an Executive owned policy. • Removal of the 'Local Skills Improvement Plan (LSIP) Contribution Report' which is now addressed within the Accountability Statement.		