

# TRANSFORMATIONAL TECHNOLOGIES PARTNERSHIP LIMITED

## SCHEME OF DELEGATION OF BOARD AUTHORITY

*First approved by the Board of Directors on 18 September 2020*

***Second edition – adopted 3<sup>rd</sup> December 2021***

The Transformational Technologies Partnership Limited (TTPL) Scheme of Delegation is a reference document to show what authority the Board has delegated under the powers of the Articles of Association. It indicates where further details of the delegations may be found. The Scheme of Delegation empowers and enables timely and effective action by directors and staff working in partnership for the benefit of the company and its beneficiaries. It ensures an appropriate level of delegation from the Board of Directors so that there is effective input into decision-making. It also ensures that Directors are able to fulfil their legal and constitutional duties, through levers which enable them to delegate, monitor and if necessary, withdraw the delegated authority if it is considered in the interests of the company and its beneficiaries.

This Scheme of Delegation should be read alongside the Articles of Association (as adopted on 6<sup>th</sup> August 2021), relevant Job Descriptions and Terms of Reference for the board.

TTPL is a wholly owned subsidiary of Dudley College of Technology (DCoT) and the policies and procedures of DCoT shall be applicable unless otherwise stated.

Where matters are referred to in the attached Scheme as being delegated to the Managing Director, this empowers the Managing Director to delegate further to staff (except where indicated). In these instances, the Managing Director 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 Board is not entitled to give away any of its authority permanently and retains the right to revoke, 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 the company's objects and beneficiaries
- the use of delegated powers is damaging the interests or reputation of the organisation
- delegated powers are being used against the letter or spirit of the organisation's agreed policies and procedures.

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 all parties to work constructively together to arrive at timely, clear pragmatic solutions within the spirit of the leadership values, strategy and Code of Conduct, to maximise the positive impact of the Company's activities. This Scheme of Delegation also

indicates the key sources of advice to the Board to assist the exercise of its functions. Nothing in this Scheme of Delegation is intended to contravene the provisions of the Articles of Association and, where there is any conflict, the provisions of the Articles shall prevail.

Where other matters arise involving significant risk to the company, but not defined in this document, these should be referred to the Board. When implementing the scheme of delegation, the Board should define its threshold for 'significant risk' in this context in terms of governance, operational, financial, external or compliance implications.

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.

### **Definition of terms used within this document**

“Articles of Association”	The Articles of Association of Transformational Technologies Partnership Limited dated 6 <sup>th</sup> August 2021.
“Board Terms of Reference”	The Terms of Reference of the Board of Transformational Technologies Limited approved by the Board on 19/9/21.
“Board”	The Board of Directors of Transformational Technologies Partnership Limited
“Brand Rights Licence Agreement”	The Agreement between the Company and the Department for Education in respect of the award, application and use of the <i>Institute of Technology</i> brand.
“Capital Funding Agreement”	The Agreement between the Company and the Department for Education in respect of the award of capital grant funding.
“Chief Finance Officer”	The Chief Finance Officer of Dudley College of Technology
“College”	Dudley College of Technology
“Company Secretary”	The Director of Corporate Governance of Dudley College of Technology, who is appointed the Company Secretary of Transformational Technologies Partnership Limited
“Corporation”	The Corporation of Dudley College of Technology
“DCoT”	Dudley College of Technology
“IoT”	The Black Country & Marches Institute of Technology
“Managing Director”	The Managing Director of Transformational Technologies Partnership Limited
“TTPL”	Transformational Technologies Partnership Limited

<b>MATTER</b>	<b>DELEGATED TO</b>	<b>REFERENCE DOCUMENT</b>
<b>Strategic leadership &amp; management</b>		
Determine the strategy and policies of the Company in fulfilment of its objects for the furtherance of education and training;	Board	Articles of Association IoT Brand Rights Licence Agreement Board Terms of Reference
Amendment to the Company's Articles of Association	Members	Companies Act
Formulation of policies to meet the organisation's legal obligations and/or implement the organisation's strategy	Managing Director  Monitored by: Board	Articles of Association IoT Brand Rights Licence Agreement Board Terms of Reference Managing Director job description
Review the performance in achievement of identified key performance indicators.	Board	IoT Brand Rights Licence Agreement Board Terms of Reference
Overseeing the execution and delivery of major capital projects.	Chief Finance Officer  Monitored by: Board	Board Terms of Reference IoT Brand Rights Licence Agreement Capital Funding Agreement
Any material extension of the Company's activities into new business or geographic areas.	Board	Board Terms of Reference IoT Brand Rights Licence Agreement
Any decision to cease to operate all or any material part of the Company's business.	Recommendation by: Board  Approval : Corporation of Dudley College of Technology	Board Terms of Reference Instrument and Articles of Government and Scheme of delegation of DCoT

<b>MATTER</b>	<b>DELEGATED TO</b>	<b>REFERENCE DOCUMENT</b>
Approval of any material change to the Company's principal policies.	Board	Articles of Association IoT Brand Rights Licence Agreement
Implementation of policies to meet the organisation's legal obligations and/or implement the organisation's strategy	Managing Director  Monitored by: Board	Articles of Association IoT Brand Rights Licence Agreement Managing Director job description
Changes to the Company's corporate structure including any merger or creation, acquisition or disposal of any subsidiary or associated company, or of any significant business operation, or any other initiative which has significant strategic implications for the Company.	Recommendation by: Board  Approval : Corporation of Dudley College of Technology	Articles of Association IoT Brand Rights Licence Agreement
Changes to the Company's management and control structure.	Recommendation by: Board  Approval : Corporation of Dudley College of Technology	Board terms of reference
Operational leadership and management of staff and volunteers within the organisation's governance framework to meet the organisation's short and long term objectives.	Managing Director  Monitored by: Board	Articles of Association Board Terms of Reference Managing Director job description.

MATTER	DELEGATED TO	REFERENCE DOCUMENT
<b>Financial planning, reporting and control</b>		
Ensure public funds received by the Company are applied in accordance with the terms of the Capital Funding Agreement, the IoT Brand Rights Licence Agreement and any other relevant funding agreements entered into by the Company;	Board	Articles of Association Capital Funding Agreement IoT Brand Rights Licence Agreement
Control and monitoring of activities and expenditure in line with annual budget approved by Board	Chief Finance Officer Managing Director  Monitored by: Board	Managing Director job description Board Terms of Reference Financial Regulations of DCoT
Re-allocation of resources 'in year' (virement) to meet emerging requirements	Chief Finance Officer Managing Director  Monitored by: Board	Managing Director job description
Formulate and recommend annual operating plan and budget to the Board	Managing Director  Approved by: Board	Board Terms of Reference

<b>MATTER</b>	<b>DELEGATED TO</b>	<b>REFERENCE DOCUMENT</b>
Appointment, removal and periodic review of performance of external auditors	Corporation of Dudley College of Technology	Scheme of delegation of DCoT Corporation
Approval of the annual report and accounts and other required formal reports.	Board	Board Terms of Reference
<b>Internal control and risk management</b>		
Ensuring maintenance of a sound system of internal control and risk management	Chief Finance Officer Managing Director  Monitored by: Board	Dudley College Internal Audit Plan
Ensuring the effectiveness of the Company's risk and control processes to support its strategy and objectives and undertaking an annual assessment of these processes.	Chief Finance Officer Managing Director  Monitored by: Board	Board terms of reference
Appointment, removal and periodic review of performance of internal auditors	Corporation of Dudley College of Technology	Scheme of delegation of DCoT
Cheque-signing and financial authorities (eg BACS)	Chief Finance Officer Directors, including the Managing Director, in accordance with the bank mandate	DCoT Financial Regulations and Bank mandate
Contract-signing	Directors Company Secretary Managing Director	DCoT Financial Regulations Companies Act

<b>MATTER</b>	<b>DELEGATED TO</b>	<b>REFERENCE DOCUMENT</b>
Approval of expenditure for items or projects over £50k	Within contract signing limits: Managing Director - up to £50k Board – over £50k	DCoT Financial Regulations Board Terms of Reference
Authorise statutory and other routine reports to regulatory bodies (eg DfE, ESFA and OFS)	Managing Director  Monitored by: Board	Capital Funding Agreement IoT Brand Rights Licence
Authorise ex-gratia payments	Under £1,000: Managing Director  Over £1,000: Board (subject to ESFA/OfS requirements)	DCoT Financial Regulations
Authority to enter into contractual or other partnerships in pursuit of the organisation's objects	Board	Articles of Association Board Terms of Reference
Approve changes to banking arrangements (e.g. new borrowing terms)	Board	DCoT Financial Regulations
Development and implementation of risk management framework	Managing Director  Reported to: Board	Board Terms of Reference DCoT Risk Management Policy

<b>MATTER</b>	<b>DELEGATED TO</b>	<b>REFERENCE DOCUMENT</b>
<b>Board membership, senior management and staffing matters</b>		
Changes to the structure, size and composition of the Board.	Corporation of Dudley College of Technology.	Articles of Association
Appointment and removal of Directors.	Board, subject to prior written approval of the Corporation of Dudley College of Technology	Articles of Association
Ensuring adequate succession planning for the Board and senior management including any recommendations for changes to the Board Composition and Succession Plan.	Board	Articles of Association
Appointment and dismissal of the Company Secretary.	Board	Articles of Association
Determine pay and conditions of service of Managing Director, and performance management review of Managing Director	Board Performance management review undertaken by College CE&P.	Terms of reference Job description of Managing Director
Determine pay and conditions of service for employees	Managing Director  Reported to: Board	Terms of reference



<b>MATTER</b>	<b>DELEGATED TO</b>	<b>REFERENCE DOCUMENT</b>
Recruit staff and determine staffing arrangements (eg staffing structures and reporting) within operating plan and budget	Managing Director	Managing Director job description
Approve policies for staff management (including discipline and grievance procedures)	Approved by: Corporation of Dudley College of Technology	Dudley College of Technology policies and procedures are applicable in respect of staff management matters.
<b>Delegation of authority</b>		
Establishment of Board sub-committees	Board	Board terms of reference
Approval and periodic review of terms of reference of Board and its sub-committees where applicable.	Board	Board terms of reference
Receiving minutes and/or reports from Board committees on their activities.	Board	Board terms of reference
Approval and periodic review of the board scheme of delegation and annual schedule of business.	Board	Board terms of reference

MATTER	DELEGATED TO	REFERENCE DOCUMENT
<b>Corporate governance matters</b>		
Ensure compliance with Company legal requirements, registrations with Companies House, ESFA, OFS.	Board Advised by: Company Secretary	Job Description of Director of Corporate Governance (Company Secretary) Companies Act
Undertaking review annually of its own effectiveness and contribution of individual directors.	Board Individual performance reviews with directors undertaken by Chair.	Board terms of reference Code of Good Governance for English Colleges
Authorising conflicts of interest, subject to the provisions of the Articles of Association, and determining the independence of directors	Board	Conflicts of Interest Policy Directors' Code of Conduct Articles of Association
Approving procedures for the detection of fraud and prevention of bribery, and whistleblowing policy.	Corporation of Dudley College of Technology	Dudley College of Technology policies and procedures on Anti Bribery and Corruption, and Whistleblowing Policy.
Review of the Company's overall corporate governance arrangements	Board	Articles of Association