1 Introduction

1.1 The overall responsibility and liability for the actions of those managing Foundation Scotland [FS] rests with the trustees. Under section 26 of the Articles "The Board may delegate to the Chief Executive such powers and duties as the Board think fit": in practice the Board delegates day to day responsibility for FS to the Chief Executive [CEO]. The purpose of the Scheme of Delegation and Reserved Matters Policy [SDRM] is to provide clarity as to the decisions which can be taken by the CEO and those where the Board retains authority.

1.2 The key objective of the policy is to provide an "at a glance" framework for both the Board and staff. The delegation which the CEO chooses to assign to staff is covered in the Authority Levels Policy [P004].

2 Scope

2.1 This policy applies to all FS trustees, co-opted committee members and employees.

3 Abbreviations and Definitions

- CEO – Chief Executive Officer
- SDRM – Scheme of Delegation and Reserved Matters
- OSCR – Office of the Scottish Charity Regulator

4 Policy

4.1 This SDRM complements the Articles of Association and is consistent with the provisions in the Charities and Trustee Investment [Scotland] Act 2005 and the Office of the Scottish Charity Regulator [OSCR] guidance on Good Governance.

4.2 The SDRM is formally reviewed triennially by the Finance, Audit and Risk Committee who may make recommendations for amendments to the Board.

4.3 The CEO is expected to exercise reasonable judgement as to the escalation of issues to the Board outwith meetings. Notwithstanding this, transactions which are significant [novel, contentious or greater than £1m] must be communicated to the Board.

Policies Reserved to the Board

4.4 The following policies, which ensure that FS is complying with laws and regulations, in relation to Governance, Financial Management, Ethics, Compliance and Risk Prevention are reviewed by their respective committee and then approved by the Board. All other policies are delegated to the CEO.

Policy	Prior Committee Review
Anti-Bribery	Audit and Assurance Committee
Anti-Fraud	Audit and Assurance Committee
Anti-Modern Slavery	Audit and Assurance Committee
Anti-Money Laundering	Audit and Assurance Committee
Conflict of Interest	People and Governance Committee
Travel, Subsistence and Expenses	People and Governance Committee and Audit and Assurance Committee
Donation Acceptance	Audit and Assurance Committee
Health and Safety	People and Governance Committee
Investment	Audit and Assurance Committee
Reserves	Audit and Assurance Committee
Remuneration and Benefits	People and Governance Committee and Audit and Assurance Committee
Risk Management	Audit and Assurance Committee
Safeguarding	People and Governance Committee
Scheme of Delegation	Audit and Assurance Committee
Trustee Code of Conduct	People and Governance Committee
Trustee Recruitment	People and Governance Committee
Whistle-blowing	People and Governance Committee

Delegation and Reserved Matters Table

Area	Reserved to the Board	Delegated to the CEO
Administration	Cycle of Board and committee meetings, composition of Board agendas and approval of Board meeting minutes.	Recommendations for the cycle of Board meetings, and for the composition of agendas for meetings. Preparation of draft minutes and maintenance of efficient overall arrangements for the administration of FS.
	Undertaking periodic self-assessment board effectiveness reviews.	Provision of support and resources for Board Members to maintain and develop their skills and knowledge.
Annual Report and Accounts	Approval of the Annual Report and Accounts.	Drafting the Annual Report and Accounts for the Audit and Assurance Committee review and Board approval. Submission of related regulatory returns.
Audit Matters	Appointment of the external auditors and approval of changes to their overall terms of appointment. Consideration of significant issues arising from the work of the appointed auditors.	Responsibility for management of relationships with external auditors. Reporting to the Audit and Assurance Committee and the Board on matters arising from the work of the appointed auditors.
Business Activities	Approval for the commencement of a significant new business stream.	Operational management of business streams.
	Approval for the acceptance of donations which may carry significant risk.	Acceptance of no-risk income.
External Advisors	Appointment of professional advisors/firms.	Recommendations to the Board for the appointment of professional advisors.
External Communications	Approval of press communications in an extreme crisis.	All press communications in line with the strategic plan.
Governance	Approval of recommendations to change or amend FS's governing documents subject to the approval of OSCR. Establishing the Terms of Reference, reviewing the work, and receiving annual reports of sub committees.	Responsibility for all matters of organisational structure below the level of CEO. Able to delegate authority to staff and prepares and maintains an Authority Levels Policy.

HR Issues	Appointment, appraisal and dismissal of the CEO. Approval of significant changes to staff terms and conditions of employment. Approval of annual pay awards and receiving reports from the People and Governance Committee.	All appointments and other HR matters.
Operational Plans and Budget	Consideration and approval of the annual budget. Approval of variations to the organisational budget where the cumulative in year variation would significantly impact on the budgeted results.	Preparation of Annual Plans and Annual Budgets. Approval of variations to the organisational budget where the cumulative in year variation would have insignificant impact on the budgeted results. Reporting budget variances in management accounts.
	Approval of capital expenditure not previously included in the Budget.	Preparation of business cases and other supporting documents for capital expenditure.
Organisational Performance Management	Determination and approval of arrangements for performance management and consideration of regular monitoring reports.	Keeping the Board informed of progress in achieving performance objectives and advising of any significant variance from the approved plans and budget.
Risk Management [including Legal Compliance]	Setting Risk appetite levels. Reviewing the Risk Incident and Complaints Reports annually	Maintaining the system of internal controls and assurance framework and to provide the Board and the Audit and Assurance Committee with assurance on its on-going effectiveness. Escalation of issues for consideration by the Board.
Treasury	Opening an account with a new clearing bank. Decisions around the investment or draw down of core cash.	Managing day to day liquidity and reporting on this to the Audit and Assurance Committee.
	Approval of individual payments of more than £250k.	Approval of all payments up to £250k and all inter-account bank and investment transfers.
Long Term Planning	Determination of the overall strategic direction. Approve the vision, purpose and values of FS and review these as necessary.	Creation and recommendation of draft Strategic Plan, vision, purpose and values.

5 Roles and Responsibilities

5.1 Roles and responsibilities are detailed above.

6 Training

6.1 There is no training in relation to this policy.

7 References

7.1 Institute of Chartered Secretaries and Administrators – Matters reserved for the Board of Trustees.

7.2 Office of the Scottish Charity Regulator [OSCR] - Guidance on Good Governance.

8 Review

8.1 This policy is reviewed, approved, and endorsed by the Board of trustees. It is updated when required by legislation, to ensure that it reflects statutory responsibilities, government guidance and best practice for FS or every 36 months whichever is the soonest.

9 Document Properties

Title	Scheme of Delegation and Reserved Matters		
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