

Scheme of Delegation	
Reference: GV15	Effective date: 1 April 2016
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Last revision: 3 Aug 22	Next revision due: Aug 24



## Introduction

This scheme of delegation sets out the authority delegated by the Board of Trustees of Windmill Hill City Farm (WHCF) to the Chief Executive. It works in tandem with the job description of the Chief Executive and the policies and procedures to enable accountable, effective, and efficient leadership and management of the organisation.

## Policy framework

WHCF is a company limited by guarantee registered as a charity and abides by the guidelines for the operation of companies and charities. The WHCF Chief Executive will draw to the attention of the Board of Trustees any need to update governance procedures to comply with changes to the operating context. The purpose of the Chief Executive is defined in the job description as 'To provide leadership and management for the strategic and day-to-day running of the organisation.'

## Scheme of delegation

This scheme of delegation provides the authority to the Chief Executive to manage the plans, budgets, property and staffing resources of WHCF within this policy framework. The Chief Executive is the senior manager of WHCF and is responsible for advising the Board when it is determining policies and priorities and to ensure that these policies and priorities are implemented effectively.

The Board will determine high-level or strategic policies. The Chief Executive has delegated authority to determine everyday policies. The Chief Executive operates within WHCF's policies and priorities agreed by the Board. The Chief Executive has delegated responsibility for the effective and efficient management of the organisation.

## Finance

The Chief Executive supported by the Finance Director will present to the Board financial plans and budgets on a 15-month rolling forecast basis. A quarterly update on financial performance (including income and expenditure, balance sheet, cash flow and reserves information) and quarterly re-forecasts will be provided to the Finance Sub-Group of the board.

The Chief Executive is delegated authority to vary the financial allocations each quarter by a total amount not exceeding 10%. Any variation in excess of this must be approved by the Finance Sub-Group (see GV11 terms of reference for that group).

The Chief Executive is delegated responsibility for entering into partnership agreements up to £50,000. If the agreement exceeds this amount the Chief Executive requires approval of the Finance sub-group.

Opening of new bank accounts requires a resolution signed by the Chief Executive and a Trustee. Operational responsibility for banking is delegated to the Chief Executive. The Chief Executive is delegated responsibility for approving and signing the Audit Engagement Letter.

<https://windmillhillcityfarm.sharepoint.com/sites/HumanResources/Shared Documents/Public/Policies/Governance/GV15 Scheme of Delegation.docx>

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## Recruitment and management of staff

The Board of Trustees delegates the staffing of WHCF to the Chief Executive under limitations set out in the terms of reference for the Personnel Sub-Group. The Chief Executive will advise the Board of Trustees of the projected staffing and annual plans and report on staffing to the Board of Trustees.

The Chief Executive may, for the efficient management and proper operation of WHCF, delegate any or all of the responsibilities contained within this scheme to other senior employees. This further delegation of responsibilities does not release the Chief Executive from overall responsibility as the most senior manager of WHCF accountable to the Board.

## Public relations

The Board delegates to the Chief Executive the role of principal spokesperson for WHCF. This role will be exercised within the policies and procedures of the organisation. The Board will refer all media enquiries to the Chief Executive except those dealing with the Board and its governance in which case the Chair and another trustee will also be consulted.

## Reportable events

The Chief Executive is expected to report any irregularity that involves significant risk to the organisation (eg fraud, deception, mismanagement or misbehaviour that is likely to lead to significant financial loss or liability, reputational damage or loss of life or sickness) to the Chair of the Board. Appropriate reporting will then be made to the Board.

## Term

This scheme of delegation will be reviewed every two years to ensure it is relevant to the circumstances of the day. The Board at its sole discretion may revoke this scheme of delegation or any part thereof at any time.

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## Schedule of Reserved Powers for the Board of Trustees

WHCF's Scheme of Delegation of Authorities requires a schedule showing decisions reserved for the Board of Trustees. This schedule shall cover principle business activities and functions only. In order to carry out its role, the Board of Trustees has determined those matters that it wishes to have referred to it for information and decision making purposes.

### Strategy, Management and Governance

- ◆ To approve and own the strategic direction for the organisation including its vision, aims and strategies and to guide WHCF to achieve its aims in the most efficient and effective manner consistent with organisational values and approach.
- ◆ To take ultimate responsibility as per the Memorandum of Association for governance and management of the charity whilst delegating operational management to the Chief Executive.
- ◆ To approve multi-year plans and budget projections, to monitor progress against these and to approve any material changes (defined as in excess of 10% of budget).
- ◆ To monitor and evaluate the progress of the organisation against its strategic aims, objectives and financial targets (including cash flow and reserves) by review and analysis of the [quarterly reports received from the Chief Executive](#).
- ◆ To maintain oversight of WHCF's operations ensuring
  - Competent and prudent management
  - Sound planning
  - An adequate system of internal control
  - Adequate accounting and other records
  - Compliance with statutory and regulatory obligations.
- ◆ To ensure that the organisation functions within the legal and financial requirements of a registered charity – industrial, financial, charitable, health and safety, data protection etc.
- ◆ To regularly monitor the context and operating environment in which WHCF works and to address emerging issues that may impact on strategy, implementation of plans or reputation with key stakeholders.
- ◆ To approve any extension of WHCF's activities into new business or geographic areas.
- ◆ To approve any decisions to cease to operate all or any material part of WHCF's business.
- ◆ To ensure that the organisation has the resources, both human and financial, to achieve its aims.
- ◆ To ensure that a process for declaring interests is in place.
- ◆ To follow the WHCF Trustee code of conduct.
- ◆ To receive annual Health and Safety Assessment.
- ◆ To approve the reserves policy for WHCF.

### Structure and Capital

- ◆ To decide on any major changes to WHCF's corporate structure.
- ◆ To make any decisions on changes to WHCF's status as a company or registered charity.

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## Financial Reporting and Controls

- ◆ To ensure an ongoing risk assessment and management process is in place across the organisation that is informing policies, procedures and plans and that Trustees are provided with formal updates on this process and the outcomes and advised of any significant changes as they occur.
- ◆ To ensure maintenance of a sound system of internal control and risk management including
  - Receiving reports on, and reviewing the effectiveness of, WHCF's governance, risk and control processes to support its strategy and objectives.
  - Approving an appropriate statement for inclusion in the annual report.
  - Receive Audit Committee's recommendation on the review of the external auditor's management letter and the Internal Audit annual assurance report and management responses to the matters raised in these.
- ◆ To approve annual reports and accounts for WHCF and Windmill Hill Farm Community Enterprises Ltd.
- ◆ To ensure that a register of fraud is held and made available to all trustees and that serious fraud is reported to the Board as a whole and investigated.
- ◆ To approve write off of bad debts or repaid funding in excess of £20,000

## Commitments

- ◆ To approve contracts which are a material departure from practice strategically and/or are of significant high risk (as identified in the risk register) or by reason of size.
- ◆ To approve investments outside of those delegated to the Chief Executive in WHCF's Investments Policy.

## Board of Trustees' membership and other appointments

- ◆ To select a chair and other honorary officers of the Board of Trustees and ensure adequate succession planning in place for these roles.
- ◆ To employ and supervise a Chief Executive and delegate to him/her the management of the organisation.
- ◆ The Chair of Trustees, supported by the Chief Executive, is responsible to ensure that the processes of governance are carried out effectively eg
  - Changes to the structure, size and composition of the Board of Trustees.
  - Trustee selection, induction, review and rotation and ensuring a mix of governance skills and a diversity of membership; evaluation of performance of the Board to undertake the duties as described above; ensuring other sub committees of the Board are constituted appropriately, have the right membership and chair and are effective as necessary for good governance
  - Board meetings are held regularly and minuted
  - Appointment or removal of a company secretary
  - Appointment, re-appointment or removal of the external auditors to be put to the members for approval
  - Appointments to the boards of any subsidiary companies

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- ◆ To provide advice and guidance in subject areas where the Trustee has particular expertise to the Board and Chief Executive where appropriate.

## Communication

- ◆ Approval of resolutions and corresponding document to be put forward to Members at the Annual General Meeting.
- ◆ The Chair and another trustee will approve press releases concerning matters relating to the Board of Trustees

## Remuneration

- ◆ Determining the remuneration policy for the Chief Executive.
- ◆ Appointment, appraisal, disciplining and dismissal of the Chief Executive.
- ◆ Major changes to WHCF's pension scheme
- ◆ To sit on appraisal, recruitment and disciplinary panels as required