SCHEME OF DELEGATION OF AUTHORITY

Overview of the paper

This paper provides an overview of our Scheme of Delegation of Authority, a formal document that sets out who within an organisation has the power to make which decisions, and the limits of that authority. It ensures clarity, accountability and smooth day-to-day operations.

Given the changes in the external environment, our Scheme of Delegation of Authority was brought to the October meeting of the Board Advisory Committee (BAC) for review. It was then delegated for further consideration by the Future Planning Working Group (FPWG) in November, where it was decided that an updated version is brought back Board Advisory Committee in January, for final review and recommendation to the Board.

The Scheme has now been provided to Board for sign off.

Key changes include:

- Company Secretary role is now held by CEO due to a senior member of staff leaving. This was agreed by BAC as appropriate and is recommended to Board.
- Trustees have considered the retirement of our Treasurer, and have now implemented actions to ensure continued robust strategic oversight of financial sustainability and management, with a decision not to re-recruit to the Treasurer role.
- A reflection of the potential organisational decisions ahead that were not previously in the Scheme, for which accountability and decision-making needed to be made explicit.

The following pages provide some introductory context to the Scheme, and a table outlining the Scheme itself, where the changes were reviewed by BAC and are now recommended for sign off to Board.

1. ACCOUNTABILITY OF THE BOARD

Ultimate responsibility and legal accountability for running the charity rests with the Trustees. In the interests of helping Board work more efficiently however, some specific tasks and responsibilities are delegated, using this Scheme of Delegation of Authority.

The Scheme of Delegation of Authority provides the framework for decision-making and action, showing which responsibilities the Board has delegated to committees, staff and volunteers under the Memorandum and Articles of Association (as amended in April 2015 and July 2023). The Scheme should also be read alongside the organisation's Standing Instructions and the Terms of Reference of any Sub-Committees agreed by the Board. In addition, working groups with particular remits and a task and finish focus will be instituted.

The Charity Commission for England and Wales outlines the six key duties and responsibilities of charity trustees:

1. Ensure your charity is carrying out its purposes for the public benefit.
2. Comply with your charity's governing document and the law, and relevant regulations.
3. Act in your charity's best interests, avoiding conflicts of interest and personal gain.
4. Manage your charity's resources responsibly, and ensure they are protected and used only for the charity's work.
5. Act with reasonable care and skill, and seek advice when needed, to make informed decisions.
6. Ensure your charity is accountable, Keep proper records, report as required to the Charity Commission, and be transparent with stakeholders.

This means that the Trustees of Healthwatch Hertfordshire are responsible for the vision, mission, values and strategy of the organisation, helping to establish and monitor policies, ensure compliance with governing documents and the law, maintain proper financial oversight and enable proper organisational and Board performance, by setting up employment procedures, supporting the Chief Executive, staff and the organisation as a whole.

2. EFFECTIVE USE OF THE SCHEME OF DELEGATION OF AUTHORITY

The table below outlines the scheme of delegation for a number of areas of the Board's responsibilities, and makes clear to whom this is delegated to, the limitations, and the reference document that makes this possible.

Where matters are referred to in the Scheme as being delegated to the Chief Executive, this empowers the Chief Executive to delegate further to staff. In these instances (except where indicated) the Chief Executive remains accountable to the Board for the exercise of the powers delegated.

Where matters are not specified as delegated, they are reserved for 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 beneficiaries of the charity;
- The use of delegated powers is damaging the interests or reputation of Healthwatch Hertfordshire;
- Delegated powers are being used against the letter or spirit of Healthwatch Hertfordshire's agreed policies and procedures.

There will be instances where it is not clear by whom an issue should be decided, or differences arise in proposed approach. The Board expects every member of staff and volunteers to work constructively together to arrive at timely clear pragmatic solutions within the spirit of our processes, strategy and maximising the impact for our beneficiaries. 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.

The formal interface between the Trustee Board and executive will be the Chair and Chief Executive Officer (CEO). However, as Trustees are also volunteers, the management of the interface between Trustees and the executive requires a practical, common sense approach. Trustees need to be sure that their governance responsibilities are not disregarded, but need to adopt approaches which help effective and efficient approaches to be adopted by the organisation.

3. ESCALATION TO BOARD

There are some issues on which the Board seeks early warning or dialogue, or, on which the Chief Executive may seek the Board's steer and/or input. The following approach is used to identify issues and cases that require early flagging and possible escalation to the Board i.e. where there is a potential for high risk and/or high impact:

- *major* investment
- *significant* deviation from agreed strategy and plans
- novelty or precedent setting e.g. an issue becoming a 'test case'
- *significant* degree of controversy or contentiousness or political sensitivity
- damage to reputation e.g. adverse events, negative media interest
- damage to key relationships e.g. issues raised by Regulators and Commissioners
- personal impact on members of staff, volunteers and trustees
- litigation against or initiated by Healthwatch Hertfordshire
- HR matters of importance

Escalation ensures that the Board is made aware of issues of high risk and high impact, and enables them to be kept informed, explore issues with the Chief Executive and exercise discretion as to whether or not they may need to formally approve decisions or action.

4. SCHEME OF DELEGATION OF AUTHORITY

NOTE: Where the Board has delegated to a Sub-Committee, the delegated authority is either (a) to review and prepare a recommendation to the Board, or (b) to exercise the authority and report the fact to the Board. In each case the reference document is the specified Sub-Committee terms of reference.

Delegated Matter	**Delegation by Board to:**	**Limitation**	**Reference Document**	**Further delegation:**	**Record of further delegation**
Leadership and Management					
Operational leadership and management of staff and volunteers	Chief Executive	Within the Charity's governing document, to meet the Charity's short & long term objectives	Memorandum & Articles of Association	Senior Managers Staff	Include in Job/role descriptions
Establishment/disestablishment of structures for the effective delivery of the Charity's strategic and operational plans	Chief Executive		Memorandum & Articles of Association	Senior Managers Staff	Include in Job/role descriptions
Policy					
Policy drafting and review	Chief Executive Relevant Sub-Committees	Terms of reference of relevant Sub-Committees	Memorandum & Articles of Association Terms of reference of relevant Sub-Committees	Senior Managers	Include in Job/role descriptions Minor amendments made by the Company Secretary in conjunction with Executive Team
Implementation of policies and procedures to meet the Charity's legal and financial	Chief Executive as Company Secretary	Within legal and regulatory best practice	Terms of Reference	Senior Managers	Job description Policy Schedule

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation:	Record of further delegation
regulatory obligations and or to implement strategy			Standing Instructions, Financial Policies and Procedure, Organisational Policies, Staff Handbook	All staff as appropriate	
Ensure the Charity has policies and procedures to meet legal and regulatory obligations in respect to vulnerable children and adults	Remains with Board – not delegated	Within legal and regulatory best practice	Safeguarding Policy	NA	NA
People					
Recruitment of CEO	Remains with Board – not delegated	Within agreed strategy and Board approved budget	Staff Handbook Organisational Policies Contracts	Senior Managers as appropriate	Job/role descriptions
Staff Recruitment, staffing structures and reporting	Chief Executive				
Engagement/contract of employment	Chief Executive				
Determine pay and conditions of staff including pensions	Chief Executive Decision as to whether salary	Within pay structure approved by Board; reviewed			

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation:	Record of further delegation
	levels will be increased rests with the Board	annually and within standard contract of employment approved by Board			
Exit interviews	Chief Executive Or Other appropriate person e.g. Trustee, other senior managers	Within legal framework; HR employment advice for best practice and HwH Policies and Procedures approved by Board	Scheme of Delegation of Authority		
Strategy					
Modify and recommend to the Board	Board Advisory Committee	Within the Charity's charitable objects and other relevant documentation e.g. contract with commissioners	Memorandum & Articles of Association	Advice from Chief Executive	
Planning and Finance					

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation:	Record of further delegation
Formulate, modify and recommend Healthwatch Hertfordshire annual plans	Chief Executive	Within Healthwatch Hertfordshire strategy	Standing Instructions and operational procedures	Senior Managers	Job descriptions
Formulate, modify and recommend Healthwatch Hertfordshire annual budget to the Board	Board Advisory Committee	Within Healthwatch Hertfordshire strategy	Standing Instructions and operational procedures	Chief Executive if required	
Control and monitoring of Healthwatch Hertfordshire activities and expenditure	Chief Executive with Board Advisory Committee	Within overall budget approved by the Board	Contract Monitoring returns, Annual Budget and Standing Instructions	Senior Managers including Finance and Resources Manager	Job descriptions
Signing off and authorising on-line and other bank payments	Named Board Members (named Board Members and officers)	Within overall annual budget approved by the Board	Financial procedures		
Planning and Finance					
Approve changes to banking arrangements (e.g. new borrowing terms)	Board Advisory Committee recommend for Board approval		Financial procedures		
Approval of expenditure for items or projects up to £5,000	Chief Executive	Within the annual budget	Financial procedures	Senior Managers	

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation:	Record of further delegation
Approval of expenditure for items or projects agreed within or outside the budget	Chief Executive	Under £5k	Financial procedures	Relevant Senior Managers	Job descriptions
Approval of expenditure for activities OUTSIDE budget	Board	Above £5k	Financial procedures	Relevant Senior Managers	Job descriptions
Control, monitoring and review of risk log	Board advised by Board Advisory committee		Risk Register		
The future planning of options and the financial implications	Future Planning Working Group, with oversight from Board		Future Planning Working Group Terms of Reference		
Transition planning and oversight of plans, risk assessments and due diligence	Future Planning Working Group		Future Planning Working Group Terms of Reference		
Legal and Regulatory					
Complete statutory and other routine reports to regulatory bodies (e.g. Companies House, Charity Commission)	Company Secretary				
Authorise signing for data protection registration	Chief Executive			Governance, Operations &	

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation:	Record of further delegation
				Signposting Manager	
Amending the constitution or dissolving the charity	Board		Memorandum & Articles of Association	Company Secretary	
Transfer or merger of statutory functions, including assets, staff or contracts	Board		Memorandum & Articles of Association		
Applying to / changing of our charitable objects	Board		Memorandum & Articles of Association		
Contracts					
Renewal and/or renegotiation of budget/Service contracts with core funders	Chief Executive together with Chair, Monitored by Board	Board approval required for significant changes to pre-existing terms	Memorandum & Articles of Association Charitable objectives		
Approval of any contractual changes or changes to KPI reporting from our commissioner	Board				
Service contracts	Chief Executive Monitored by Board	Board approval required where value exceeds £50k per annum	Memorandum & Articles of Association	Deputy Chief Executive	

Delegated Matter	Delegation by Board to:	Limitation	Reference Document	Further delegation:	Record of further delegation
			Charitable objectives		
Partnership and other collaborative arrangements for the delivery of services and/or the raising of funds	Chief Executive with Chair, Monitored by Board	Board approval where value exceeds £50k pa	Memorandum & Articles of Association Memorandum of Understanding or Formal agreement Charitable objectives		
Acquisition, Rental, Lease and disposal of assets up to £10,000	Chief Executive	Within budget approved by Board	Memorandum & Articles of Association	Senior managers	
Acquisition, Rental, Lease and disposal of assets over £10,000	Board	Within budget approved by Board	Memorandum & Articles of Association		
Communications					
Communications or formal statements (or consultations) about the future of Healthwatch, major changes or discussing public positions	Board Chair				

This policy is reviewed every two years.

Reviewed and signed off with minimal changes to reflect changes in governance and procedural arrangements on 11th March 2026:

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Signed by Ivana Chalmers, as Company Secretary