

Royal Conservatoire of Scotland – Draft Scheme of Delegation

This draft Scheme of Delegation is structured in line with governance practices commonly used across Scottish higher education institutions. It reflects the governance framework described in the Governors' Handbook.

1. Purpose

This Scheme of Delegation sets out the allocation of authority between the Board of Governors, its committees, the Principal, Academic Board, and executive management. It clarifies which matters are reserved to the Board and which are delegated.

2. Governance Principles

The Board of Governors retains ultimate responsibility for the governance and oversight of the Royal Conservatoire of Scotland. The Board may delegate authority but retains accountability for decisions taken under delegated authority.

3. Board Reserved Matters Schedule [see Part A below]

The RCS Reserved Matters Schedule sets out those decisions that are reserved to the Board of Governors and may not be delegated. It reflects governance practices commonly used across Scottish higher education institutions and aligns with expectations within the Scottish Code of Good Higher Education Governance (2023), charity trustee duties, and oversight expectations associated with Scottish Funding Council funding.

4. Mapping of Corporate Primary Responsibilities to Governance Committee Structure [see Part B below]

5. Governance Committee input to Decision-making [see Part C below]

6. Delegation to the Principal

The Board delegates executive authority to the Principal for the day-to-day management of the Conservatoire including academic, financial, estate, HR and corporate operations.

7. Academic Governance Delegation

Academic governance functions relating to planning, coordination, development and supervision of academic work are delegated to Academic Board.

8. Chair's Action

The Chair may exercise urgent delegated authority between Board meetings where a delay would not be in the best interests of the institution.

9. Review and Approval

This Scheme of Delegation should be approved by the Board of Governors and reviewed periodically as part of governance effectiveness processes.

Part A Reserved Matters Schedule

The Board may delegate operational implementation of these decisions but retains final approval authority.

Reserved Matter	Notes	Scrutinized and recommended by
Approval of institutional mission, vision and values	Reserved to Board of Governors	CSMT/ Academic Board
Approval of institutional strategic plan	Reserved to Board of Governors	CSMT/Key elements taken by each of the Governance Committees
Approval of institutional key performance indicators	Reserved to Board of Governors	CSMT/ Finance & General Purposes (F&GP)
Approval of the annual institutional plan	Reserved to Board of Governors	CSMT/Academic Board
Approval of annual revenue budget	Reserved to Board of Governors	CSMT/F&GP
Approval of capital budget	Reserved to Board of Governors	F&GP / Infrastructure Committee
Approval of annual financial statements	Reserved to Board of Governors	F&GP
Approval of financial forecasts submitted to the Scottish Funding Council	Reserved to Board of Governors	F&GP
Approval of borrowing arrangements and loan facilities	Reserved to Board of Governors	F&GP
Approval of major capital projects above approved financial thresholds	Reserved to Board of Governors	Infrastructure Committee
Approval of estate strategy	Reserved to Board of Governors	Infrastructure Committee
Approval of major property acquisitions or disposals	Reserved to Board of Governors	Infrastructure Committee
Approval of governing instruments (Articles, Orders or equivalent)	Reserved to Board of Governors	Nominations and Governance Committee (NGC)

Approval of Corporate Governance Statement	Reserved to Board of Governors	NGC
Approval of Statement of Primary Responsibilities	Reserved to Board of Governors	NGC
Approval of governance framework and committee structure	Reserved to Board of Governors	NGC
Appointment and dismissal of the Principal	Reserved to Board of Governors	NGC
Approval of terms and conditions of employment for the Principal	Reserved to Board of Governors	Remuneration Committee
Appointment and dismissal of the Secretary to the Board	Reserved to Board of Governors	Remuneration Committee
Appointment and removal of lay governors	Reserved to Board of Governors	NGC
Approval of Board committee terms of reference	Reserved to Board of Governors	NGC
Approval of remuneration policy for senior staff	Reserved to Board of Governors	Remuneration Committee
Approval of severance policy for senior staff	Reserved to Board of Governors	Remuneration Committee
Approval of Students' Union constitution	Reserved to Board of Governors	Student Council
Approval of Students' Union funding arrangements	Reserved to Board of Governors	Student Council
Approval of institutional risk appetite	Reserved to Board of Governors	Audit & Risk Committee (ARC)

Oversight of institutional risk management framework	Reserved to Board of Governors	ARC
Approval of internal control framework	Reserved to Board of Governors	ARC
Approval of external auditor appointment	Reserved to Board of Governors	ARC
Approval of audited financial statements	Reserved to Board of Governors	ARC
Oversight of institutional performance against strategy	Reserved to Board of Governors	All Board related committees
Approval of major academic partnerships or collaborations	Reserved to Board of Governors	Academic Board
Approval of institutional mergers or significant structural change	Reserved to Board of Governors	Academic Board
Approval of policies with significant institutional or reputational impact	Reserved to Board of Governors	Relevant to policy family committee ownership
Approval of institutional equality, diversity and inclusion strategy	Reserved to Board of Governors	PCC
Approval of institutional sustainability strategy	Reserved to Board of Governors	F&GP
Review of Board effectiveness and governance effectiveness	Reserved to Board of Governors	NGC
Approval of scheme of delegation	Reserved to Board of Governors	NGC
Approval of financial regulations	Reserved to Board of Governors	F&GP (with controls reported to ARC)

Part B Mapping Corporate Primary Responsibilities to RCS Governance Structure

Delegation permits the exercise of authority but does not transfer accountability, which remains with the Board of Governors at all times.

All entries explicitly clarify:

- Whether the matter is reserved
- Whether authority may be delegated
- Where decisions are taken
- How assurance is provided to the Board

Responsibility	Reserved (Part A)	Delegation of authority permitted?	Decision Authority	Delivery	Board Assurance Route
To approve the mission, strategic vision and values of the Conservatoire, long-term academic and business plans and key performance indicators, ensuring alignment with stakeholder interests	Yes	No – non-delegable strategic responsibility	Board of Governors	Executive / Academic Board / Committees provide input	Board approval
To delegate authority to the Principal for academic, corporate, financial, estate and personnel management	Yes (delegation framework)	No – Board retains responsibility for the delegation framework	Board of Governors	Principal (exercise of delegated executive authority)	Regular reporting to Board
To retain strategic responsibility for quality and public accountability for all aspects of institutional activities	Yes	No – non-delegable oversight responsibility	Board of Governors	Executive / Academic Board	Committee assurance and Board oversight
To delegate to the Academic Board the function of the Board relating to the overall planning, co-ordination, development and supervision of the academic work of the Conservatoire and such other functions of the Board as may be assigned to the Academic Board by the Board. Under these arrangements, the Board must satisfy itself that there are appropriate processes in place with regard to quality assurance and enhancement of educational provision.	Yes (delegation arrangement approved by Board)	Yes – authority delegated; accountability retained by Board	Academic Board (within delegated academic remit)	Academic Board / Executive	Academic Board reports and Board assurance

To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, procedures for handling internal grievances, complaints from students/staff and others (including whistleblowing) and for managing conflicts of interest.	Yes (control framework)	Yes – operational implementation delegated; accountability retained	Board of Governors	Executive / Audit & Risk Committee / relevant committees	ARC assurance to Board
To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the Conservatoire against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.	Yes	No – non-delegable oversight responsibility	Board of Governors	Executive prepares performance reporting	Board and committee review
To establish processes to monitor and evaluate the performance and effectiveness of the Board itself.	No	Yes – process delegated; accountability retained by Board	Board of Governors	Nominations & Governance Committee	NGC reporting to Board
To establish processes to monitor and evaluate the performance and effectiveness of the Chair of the Board.	No	Yes – process delegated; accountability retained by Board	Board of Governors	Nominations & Governance Committee / Senior Independent Governor	NGC reporting to Board
To conduct its business in an open and transparent manner and in accordance with the Scottish Code of Good HE Governance, bearing in mind the principle of proportionality and relevance to the nature of the Conservatoire, and with the principles of public life drawn up by the Committee on Standards in Public Life.	Yes	No – non-delegable governance responsibility	Board of Governors	Board supported by Secretary and Executive	NGC assurance / Board oversight
To ensure that the Conservatoire meets its commitments to the Scottish Funding Council and other funding providers.	Yes	No – non-delegable fiduciary and regulatory responsibility	Board of Governors	Executive / Finance / Academic leadership	Finance and performance reporting to Board

To safeguard the good name and values of the Conservatoire.	Yes	No – non-delegable Board responsibility	Board of Governors	Executive supports through conduct, policy and operations	Board oversight through all committees and institutional reporting
To appoint the Principal as chief executive, and to put in place suitable arrangements for monitoring her/his performance.	Yes	No – non-delegable Board responsibility	Board of Governors	Appointment process supported by Remuneration Committee / Nominations process; performance monitoring supported through Chair and relevant committee processes	Board approval and ongoing Board oversight
To appoint a Secretary to the Board and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.	Yes	No – non-delegable Board responsibility	Board of Governors	Board supported by Remuneration Committee / governance process	Board approval and governance assurance
To be the employing authority for all staff in the Conservatoire and to be responsible for establishing a human resources strategy.	Yes	No – non-delegable employer responsibility	Board of Governors	Executive / HR function / People & Culture Committee supports scrutiny	Board approval of strategy and committee assurance
To be the principal financial and business authority of the Conservatoire, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the Conservatoire's assets, property and estate.	Yes	No – non-delegable fiduciary duty	Board of Governors	Executive / Finance / Infrastructure / F&GP support scrutiny	Board approval with F&GP and ARC assurance
To ensure that public funds are appropriately applied and are properly accounted for and that the Royal Conservatoire delivers value for money.	Yes	No – non-delegable fiduciary duty	Board of Governors	Executive / Finance	Finance reporting and ARC assurance
To be the Conservatoire's legal authority and, as such, to ensure that systems are in place for meeting all of the Conservatoire's legal	Yes	No – non-delegable	Board of Governors	Secretary / Executive / Finance /	Legal, governance and committee

obligations, including those arising from contracts and other legal commitments made in the Conservatoire's name.		fiduciary and legal duty		relevant operational leads	assurance to Board
To make such provision as it thinks fit for the general welfare of students, in consultation with the Academic Board.	No	Yes – operational delivery delegated; Board retains oversight and duty of care	Executive / Academic Board	Executive student support functions	Committee reporting and Board assurance
To act as custodian for any legacy, endowment, bequest or gift made directly to the Conservatoire.	No	Yes – operational administration delegated; accountability retained by Board	Board of Governors	Executive / Fundraising / Finance administer within policy	Fundraising and financial reporting to Board
To act as the Board of Directors of the Conservatoire as a Company Limited by Guarantee with a share issue and to manage the business of the Company, exercising all the powers of the Company.	Yes	No – non-delegable corporate responsibility	Board of Governors	Executive supports implementation of decisions	Board oversight
To ensure that the Conservatoire's constitution is followed at all times and that its business is conducted in accordance with its various statutory obligations and that appropriate advice is available to enable this to happen.	Yes	No – non-delegable fiduciary duty	Board of Governors	Secretary provides advice; Executive supports compliance	NGC and governance assurance to Board
To both constructively challenge and support the management of the Conservatoire.	No	No – core Board function not delegable	Board of Governors	Board and committees in performance, strategy and assurance activity	Board and committee process

Part C: Decision Routing Table

This table clarifies decision-making authority, scrutiny, and reporting routes across the governance structure.

It distinguishes clearly between:

- Delegated authority (where a body may take decisions)
- Scrutiny and recommendation (where a body advises the Board)
- Board approval (where decisions are reserved)

The Board of Governors retains ultimate accountability for all decisions, including those taken under delegated authority.

Matter Type	Primary Body	Nature of Consideration	Decision Authority	Board Involvement
Academic regulations, programme approval/closure	Academic Board	Delegated authority within academic governance remit	Academic Board	Reported for assurance; escalated if strategic/reputational
Academic quality and standards	Academic Board	Oversight and assurance	Academic Board	Reported to Board
Code of Assessment	Academic Board	Scrutiny and recommendation	Board of Governors	Board approval required
Memorandum of Agreement (academic/commercial)	Academic Board	Scrutiny and recommendation	Board of Governors	Board approval required
Strategic academic activity (SFC requiring Board approval)	Academic Board	Scrutiny and recommendation	Board of Governors	Board approval required
Strategic academic activity (no SFC requirement)	Academic Board	Delegated authority	Academic Board	Reported to Board
Institutional strategic plan	Academic Board / F&GP	Joint scrutiny and recommendation	Board of Governors	Board approval required
Annual budget and financial plan	F&GP	Scrutiny and recommendation	Board of Governors	Board approval required
Financial performance monitoring	F&GP	Monitoring and oversight	Executive (within delegated limits)	Reported to Board

Statutory accounts	ARC / F&GP	Joint scrutiny and recommendation	Board of Governors	Board approval required
Risk register and risk appetite	Audit & Risk Committee	Scrutiny and assurance	Board of Governors	Board approval / oversight
Internal and external audit	Audit & Risk Committee	Assurance and review	Audit & Risk Committee	Reported to Board
Internal control framework	Audit & Risk Committee	Assurance	Board of Governors	Board oversight
Estate strategy	Infrastructure Committee	Scrutiny and recommendation	Board of Governors	Board approval required
Capital projects	Infrastructure Committee	Oversight within delegated thresholds	Infrastructure Committee / Executive (within limits)	Major projects to Board
Digital / infrastructure strategy	Infrastructure Committee	Scrutiny and recommendation	Board of Governors	Board approval required
Fundraising strategy	Fundraising Committee	Advisory and oversight	Board of Governors (if strategic)	Board approval if strategic
Fundraising performance	Fundraising Committee / F&GP	Monitoring and challenge	Executive	Reported to Board
Workforce / EDI / wellbeing strategy	People & Culture Committee	Scrutiny and recommendation	Board of Governors	Board approval required
Staff performance metrics	People & Culture Committee	Monitoring	Executive	Reported to Board
Senior staff remuneration	Remuneration Committee	Delegated decision within approved policy	Remuneration Committee	Reported to Board
Severance arrangements	Remuneration Committee	Delegated decision within approved policy	Remuneration Committee	Reported to Board
Board appointments and governance structure	Nominations & Governance Committee	Scrutiny and recommendation	Board of Governors	Board approval required

Governance effectiveness	Nominations & Governance Committee	Oversight and assurance	Board of Governors	Reported to Board
Students' Union constitution and funding	Board of Governors	Reserved matter	Board of Governors	Board approval required

PART D: Visual overview of development, scrutiny, and approval routes for policies

