



## **Scheme of Delegations**

### **This Policy applies to:**

The International Institute for Conservation of Historic and Artistic Works (IIC).

The Institute is a learned society, a company limited by guarantee registered in England and Wales (No. 481522) and a registered charity (No. 209677) IIC is registered for VAT (No. GB 241 0811 10)

### **Policy statement**

#### **1 Overview**

- 1.1 This document is the Scheme of Delegations from the Trustees of International Institute for Conservation of Historic and Artistic Works (“IIC”) to (Committees and) staff of the organisation. It explains what matters are reserved for a decision by the Board of Trustees or its Committees and those it authorises and expects staff to undertake.
- 1.2 This document should be read in conjunction with IIC’s Articles of Association and Memorandum of Association other policies adopted by Council from time to time.

#### **2 Overriding Principles**

- 2.1 IIC Council of Trustees have set out the following overriding principles that staff should bear in mind when interpreting the delegations:
  - 2.1.1 The Trustees hold ultimate responsibility for the fulfilment of IIC’s charitable objects and compliance with the requirements of charity and company law;
  - 2.1.2 The Trustees will define the strategic aims and objective of IIC and will focus on strategic matters;
  - 2.1.3 Unless a matter is reserved to the Board of Trustees in this scheme, all executive decisions and actions are taken by the Executive Director and in relation to staff structure, recruitment and staff performance are managed by the Executive Director in consultation with the Secretary General.
  - 2.1.4 All executive decisions and actions by staff must fall within the terms of the IIC’s Articles of Association, Memorandum of Association and policies;

- 2.1.5 The Trustees expect staff to use their professional judgement in bringing relevant matters to the attention of the Council and its Committees, taking into account the scale of possible financial implications and other risks to the achievement of charitable objectives.

### **3 Matters Reserved to Council**

- 3.1 Council reserves to itself certain matters, subject to the use of the President's Approval Procedure detailed in Section 5. These are:
- 3.1.1 Matters which are particularly novel or contentious;
  - 3.1.2 Approval of significant strategies and new policies, particularly if of a corporate nature or having substantial financial implications;
  - 3.1.3 Approval of the annual budget and accounts and of delegation limits on borrowing;
  - 3.1.4 Approval of Specific Programmes and individual projects with a project budget of £10,000 or more, or by exception projects under £10,000 if they are particularly complex or considered novel or contentious;
  - 3.1.5 Where it is proposed that IIC takes on or disposes of a significant asset or long-term liability.
  - 3.1.6 Any other issue known to be of interest to the Trustees, or where the Trustees have specifically asked to be involved;
  - 3.1.7 Matters relating to the constitution and governance if the IIC, changes to the Articles of Association, Memorandum of Association and the appointment of Trustees and Committee members;
  - 3.1.8 All matters relating to the recruitment, performance, payment or dismissal of the Executive Director or Executive Secretary, appointment of members of committees and panels that report to the board of Trustees, and their chairs;
  - 3.1.9 Appointment of the Trust's key advisors, including auditors, fund managers and solicitors.
  - 3.1.10 Major changes to staff structures where there is an increase to head count, significant reduction in capacity and increase to the agreed annual budget above £25,000 or where there are significant future long term financial implications.
  - 3.1.11 Significant changes to staff pension arrangements;
  - 3.1.12 Donations, grants and external funding with materially onerous or novel conditions.

### **4 Financial Delegations**

- 4.1 Council expressly authorises staff with the authorisation level (through the Executive Director) to income and expenditure on the duties and functions of IIC in accordance with the Financial Controls procedure, strategies policies and budgets.

### **5 President's Approval Procedure**

- 5.1 Matters that would normally be considered by Council or Finance Committee may, in the case of urgency, be actioned by the Executive Director following consultation and

approval by the President or either the Secretary General or Treasurer as nominated Trustees of Council. The President nominated Trustees will consult with such other

Trustees as are available to be consulted and whose interest or expertise may assist in the decision. Any such action will be recorded at the next appropriate scheduled meeting of Council.

## **6 Committees of the Board**

- 6.1 Council may establish Committees. Each may execute business in accordance with the Committees' terms of reference.

## **7 Review**

- 7.1 This document shall be reviewed every three years.