



SCHEDULE OF DELEGATION

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1. Purpose

- 1.1 The Schedule of Delegation sets out where responsibility rests within the University for particular types of decisions made in the name of or on behalf of the University of Worcester. No such schedule can be absolutely comprehensive, however, by identifying where authority lies or has been delegated the Scheme sets out a framework through which other matters may be resolved. The University Secretary will advise on matters which are not explicitly addressed in the Scheme.
- 1.2 The Schedule is only concerned with the location of authority for the final decision-making process. It does not identify how recommendations will be formulated.
- 1.3 Queries in relation to this Schedule should be addressed to the University Secretary at unisec@worc.ac.uk.

2. Framework and principles of delegation

2.1 Board of Governors

The University's Board of Governors is itself responsible for:

- The determination of the educational character, mission, strategy and reputation of the University and for oversight of its activities
- The effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding of its assets
- Approving annual estimates of income and expenditure and the annual report and accounts
- The appointment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts
- For setting a framework for the pay and conditions of all other staff

The Board of Governors may establish committees for any purpose or function, other than those assigned elsewhere in the [Articles of Government](#) to the Vice Chancellor and Chief Executive or to the Academic Board, and may delegate powers to such a committee or to the Chair or to the Vice Chancellor and Chief Executive.

2.2 Academic Board

As the academic authority of the University, Academic Board, is responsible to the Board of Governors for:

- The admission of students
- The curriculum and assessment
- The maintenance and enhancement of academic standards
- The award of degrees and other academic qualifications
- The award of honorary awards and professorial titles
- And, for promoting and monitoring the effectiveness of research and knowledge exchange.

Operational responsibility for these matters may be delegated as illustrated in the Schedule below

2.3 Vice Chancellor and Chief Executive

The Vice Chancellor and Chief Executive is responsible to the Board of Governors, within the framework laid down by the [Instrument and Articles of Government](#), the University's [Financial Regulations](#) and this Schedule of Delegation for the operational management of all aspects of the University's work. The Vice Chancellor may delegate responsibility for specific aspects of the University's management to individual members of the University Executive but retains ultimate responsibility for their work.

2.4 Heads of Academic Schools

The Heads of Academic Schools are responsible to the Vice Chancellor, through the Pro Vice Chancellors, for the leadership and overall management of their respective Schools in accordance with their job descriptions, [University policies](#), the [Financial Regulations](#) and this Schedule of Delegation. They may delegate responsibility for specific aspects of School management to members of their senior management team, or equivalent, but retain ultimate responsibility for the management of their School.

2.5 Heads of Professional Services

The Heads of Professional Services are responsible to the Vice Chancellor, through their relevant line-manager (if not the Vice Chancellor), for the leadership and overall management of their Professional Service in accordance with their job descriptions, [University policies](#), the [Financial Regulations](#) and this Schedule of Delegation. They may delegate responsibility for specific aspects of service management to members of their senior management team, or equivalent, but retain ultimate responsibility for the management of their Service.

2.6 Financial levels of approval

For financial decisions any transaction with a monetary value of over £1m requires the approval of the Board of Governors; any transaction with a monetary value of between £15,000 and £1m requires the approval of the Vice Chancellor; any decision with a monetary value of greater than or equal to £10,000 but less than £15,000 must be approved by delegated members of the University Executive Board. Where the monetary value is less than £10,000 this lies within the jurisdiction of individual Heads of Academic Schools and Professional Services in accordance with the University's [Financial Regulations](#).

2.7 Policies, procedures, regulations, strategies and frameworks

Approval of institutional policies, procedures, regulations, strategy and frameworks rests with:

- Board of Governors OR
- Academic Board OR
- The University Executive Board

Advice on which body is the most appropriate is set out within this Schedule of Delegation or available from the University Secretary.

2.8 Major Incidents and Business Continuity

In the event of a major incident or crisis decisions may need to be made by exception outside of normal practices. Specific authorities and responsibilities in such circumstance are set out in the University's [Business Continuity Policy](#).

3. Governance

This section covers the University's primary governance documents and arrangements, matters relating to the Board of Governors,

		Responsibility rests with
1	Amendments to the Instrument and Articles of Government	Board of Governors Following consideration by Nominations & Governance Committee The process is overseen by the Clerk to the Board. To be submitted to the Office for Students for noting
2	Approval of University Bye-Laws – accessed via the University Governance webpage	Board of Governors Following consideration by Nominations & Governance Committee
3	Appointment of the Chair of the Board	Board of Governors In accordance with Bye-law 5
4	Appointment of Vice Chair(s) of the Board	Board of Governors In accordance with Bye-law 6
5	The appointment of members of the Board of Governors (Independent and Staff)	Board of Governors On recommendation of Nominations & Governance Committee and in accordance with Bye-laws 7 and 8
6	Dismissal of members of the Board of Governors	Board of Governors In accordance with Bye-law 9
7	Appointment of members of the Board of Governors (Students)	Students' Union Sabbatical officers undertake the role of student governors
8	Approval of new and amendments to the Terms of Reference and membership of the Board of Governors and its sub-committees	Board of Governors On recommendation of Nomination & Governance Committee
9	Approval of new and amendments to the Terms of Reference and membership of Academic Board	Board of Governors On recommendation from Academic Board
10	Approval of new and amendments to the Terms of Reference and membership of sub-committees of Academic Board	Academic Board On recommendation of the Academic Regulations and Governance Committee (ARGC)

		Responsibility rests with
11	Authorisation to use the University Seal In accordance with the Sealing Document Guidance Notes (Appendix 1)	Clerk to the Board
12	Oversight of internal systems, controls and accountability, including risk management and value for money	Board of Governors Assurance provided through Audit Committee Annual Report to Board
13	Oversight of Strategic Risk Register	Board of Governors, On recommendation of the Audit Committee
14	Providing assurance of due diligence on significant risk	Vice Chancellor and Chief Executive
15	Setting the University's Risk Appetite	Board of Governors On recommendation of Audit Committee
16	Appointment and dismissal of External Auditors	Board of Governors Delegated to Audit Committee
17	Appointment and dismissal of Internal Auditors	Board of Governors Delegated to Audit Committee
18	Institutional management structure	Vice Chancellor
19	Management of University during periods of planned absence	Vice Chancellor
20	Management of University during unplanned period of absence of the Vice Chancellor	Clerk to the Board As per document 'Interim Arrangements for Vice Chancellor Absence'
21	Ensuring that there are effective arrangements in place for the management and quality assurance of data	Board of Governors Through the Audit Committee
22	Stewardship of Donated Funds	Board of Governors Through Investment Group, a sub-group of Finance & Development Committee
23	Approval of revisions to the Schedule of Delegation	Board of Governors
24	Approval of the use of the University logo and corporate communications	Vice Chancellor Delegated to PVC Communications & External Affairs

4. Legal and Regulatory Matters

This section sets out responsibilities for compliance with a range of legislation and external regulation. See also section 5: Contracts and Agreement

		Responsibility rests with/or role undertaken by
1	Oversight of the University's compliance with the Office for Students conditions of registration	Board of Governors Assurance provided through annual assurance report
2	Role of OfS Accountable Officer	Vice Chancellor and Chief Executive
3	Submission of Reportable Events to the OfS	University Secretary On recommendation of UEB
4	Approval of OfS Annual Financial Return	Board of Governors On recommendation of Finance & Development Committee and Audit Committee
5	Ensuring compliance with the Charities Act	Board of Governors Delegated to the Vice Chancellor
6	Role of Health & Safety Accountable Officer	Vice Chancellor
7	Undertaking fit and proper person and related party checks	University Secretary
8	Role of Data Protection Officer (in accordance with Data Protection legislation)	University Secretary
9	Ensuring compliance with the Copyright Licensing Authority	University Librarian
10	Ensuring compliance with Freedom of Information Act	University Secretary
11	Ensuring compliance with UKVI Licence	Academic Registrar
12	Submission of Reportable Events to the OfS	University Secretary On recommendation of UEB, reported to the Board of Governors
13	Compliance with other Licenses e.g relating to Home Office (non-UKVI), Human Tissue Act, IT related etc	University Secretary
14	Liaison with UKRI and Research England, including return of monitoring documentation	PVC Research
15	Liaison with OIA	Academic Registrar
16	Designated Safeguarding Lead	Head of Institute of Education (Students) Director of HR (Staff)
17	Role of Prevent Co-ordinator	University Secretary jointly with PVC Students
18	Obtaining external legal or other independent advice	Vice Chancellor Delegated to the University Secretary

5. Contracts and Agreements

The majority of contracts and agreements are either legally binding or elements of them are legally binding therefore advice should be sought from the University Secretary's office unisec@worc.ac.uk

A standard template for MoUs is available from the University Secretary's office and the Research Office

		Responsibility rests with
1	Approval of Procurement contracts	See Section 7
2	Approval of Collaborative academic provision and major partnerships	See Section 9
3	Approval of Memorandum of Understandings relating to potential strategic or University wide initiatives, including strategic partnerships	UEB On recommendation of relevant member of UEB or working group
4	Approval of Memorandum of Understanding relating to academic schools <i>Consultation with PVC Research (as per Section 10)</i>	PVC Academic On recommendation of Head of School
5	Approval of Research grant applications, agreements, MoUs	See Section 10
6	Consultancy, training and all other contracts relating to the delivery of University services to a third party	See Section 10
7	Approval of Student or staff placement Agreements	See Section 9 (Student) See Section 8 (Staff)
8	Approval of International Exchange Agreement	PVC Communications & External Affairs On recommendation of Director of International
9	Approval of contracts relating to property acquisitions, land or asset sales and/or estates development and construction work	See Section 11
10	Approval of all other grant applications, bids, contracts Unless identified above University staff are not authorised to submit grant applications/bids, enter into contracts or agreements of any form on behalf of the University	University Secretary PVC Research (for research and knowledge exchange)

6. Strategy, Policy, Procedures and Frameworks

Most policies and procedures are published on the [University's central register of policies and procedures](#). The policy holder is asked to liaise with the Assistant Clerk to the Board to ensure the entry is up to date.

[Guidance on developing policies and procedures](#) is available on the [Policy Register](#) page

		Responsibility rests with
1	Approval of the University Strategic Plan and underpinning strategies	Board of Governors
2	Identification and approval of success measures to monitor the implementation of the University Strategic Plan	Board of Governors
3	Approval of the University Code of Practice on the Freedom of Speech	Board of Governors
4	Approval of Risk Management Policy	Board of Governors On recommendation of Audit Committee
5	Approval of Counter Fraud Policy	Audit Committee
6	Approval of Policy on Gifts, Hospitality and Bribery	Audit Committee
7	Approval of Whistleblowing Policy	Audit Committee
6	Approval of EDI Policy & Framework	Board of Governors On recommendation of People & Culture Committee
7	Approval of Health & Safety Policy Statement	Vice Chancellor On recommendation of Health, Safety & Wellbeing Committee Reported to People & Culture Committee
8	Approval of Staff Standards of Conduct, Staff Disciplinary Policy, Staff Resolution Procedure	Board of Governors On recommendation of People & Culture Committee
9	Approval of all other HR Policies, not listed at 8 above	Vice Chancellor Supported by Director of HR
10	Approval of Research degrees regulatory framework	Academic Board On recommendation of ARGC
11	Approval of Taught courses regulatory framework	Academic Board On recommendation of ARGC
12	Approval of Research related policies	Academic Board On recommendation RKEC
13	Approval of Admissions Policy	Academic Board On recommendation of ASQEC
14	Approval of Policies, procedures and regulations related to academic standards, academic quality and the student experience	Academic Board

		Responsibility rests with
		On recommendation of the relevant sub-committee of Academic Board
15	Approval of Safeguarding Policy	UEB On recommendation of Safeguarding Committee
16	Approval of IT related policies	UEB On recommendation of IT Governance Group
17	Approval of Sustainability Policy Statement	UEB On recommendation of Sustainability Committee
18	Approval of all other institution wide policies and procedures not referenced above	UEB in the first instance

7. Finance

		Responsibility rests with
1	Development of an appropriate financial strategy aligned to the University's Strategic Plan	Board of Governors Informed by Finance & Development Committee and UEB
2	Approval of the systems of internal financial management, control and accountability including the Risk Management Policy, Financial Regulations, arrangements to manage fraud, whistleblowing, and bribery	Board of Governors The approval of the Financial Regulations is delegated to Audit Committee.
3	Approval of annual budget and estimates of income & expenditure	Board of Governors Informed by Finance & Development Committee and UEB
4	Ensure the solvency of the University and the safeguarding of its assets	Board of Governors
5	Approval of the Annual Accounts	Board of Governors On recommendation of Finance & Development and Audit Committee's considerations
6	Approval Treasury management strategy/policy	Board of Governors On recommendation of Finance & Developments Committee
7	Establishment of borrowing limits	Board of Governors

		Responsibility rests with
		On recommendation of Finance & Development Committee
8	Appointment of bankers, opening of bank accounts, designation of bank signatories	Board of Governors
9	Approval of financial regulations	Board of Governors Delegated to Audit Committee
10	Approval Financial accounting policies	Board of Governors On recommendation of Audit Committee
11	Approval and review of policies, acceptance of donations and investment of endowments	Board of Governors On recommendation of the Investment Committee, via Finance & Development Committee
12	Approval of Bad debt write off greater than £500	Vice Chancellor & Chief Executive On recommendation of PVC Finance & Resources Reported to Finance & Development Committee
13	Approval of Bad debt write off less than £500	PVC Finance & Resources Reported to the Vice Chancellor
14	Approval of Sale and/or licensing of Intellectual Property	See Section 10
15	Determination of the tuition and other fees payable to the University (subject to any terms and conditions attached to grants, loans or other payments paid or made by the relevant funding bodies)	UEB On recommendations of the Fees & Scholarship Group
16	Approval of Debt management policy and matters relating to refunds and credits	See Financial Regulations
17	Preparation of annual estimates of income and expenditure and for the management of budget and resources within the estimates approved by the Board	Vice Chancellor Supported by the PVC Finance & Resources
18	Day to day responsibility for financial management and advising on financial management	Vice Chancellor Supported by the PVC Finance & Resources
19	Determination of detailed budgets and capital projects for Academic Schools and Professional Services and other discreet areas of the University	Vice Chancellor On recommendation of UEB
20	Approval of major expenditure items in excess of £1m including VAT	Board of Governors

		Responsibility rests with
		On recommendation of the Vice Chancellor
21	<p>Approval of procurement or purchasing contracts (including Supplier Contracts or contracts involving monetary spend) where the total value is between £15,000 (incl VAT) and £1m (incl. VAT)</p> <p>The University's tender and procurement processes as set out in the Financial Regulations must be followed</p>	<p>Vice Chancellor</p> <p>See Financial Regulations</p>
22	<p>Approval of procurement or purchasing contracts (including Supplier Contracts or contracts involving monetary spend) where the total value is between £10,000 (incl VAT) and £15,000 (incl VAT)</p> <p>The University's tender and procurement processes as set out in the Financial Regulations must be followed</p>	<p>Delegated members of UEB; PVC Finance & Resources or Director of Finance</p> <p>See Financial Regulations</p>
23	<p>Approval of procurement or purchasing contracts (including Supplier Contracts or contracts involving monetary spend) where the total value is less than £10,000 (incl VAT)</p> <p>The University's tender and procurement processes as set out in the Financial Regulations must be followed</p> <p>Heads may delegate purchasing authority to named individuals acting as budget holders for the department up to £5,000 (incl VAT) but overall responsibility remains with the Head of Academic School or Professional Service.</p>	<p>Head of Academic School or Professional Department</p> <p>See Financial Regulations</p>
24	Management of Insurance Matters	<p>PVC Finance & Resources</p> <p>University Secretary for PI Insurance Claims</p>

8. Staffing Matters

*Senior Post Holders are the Clerk and any other role, aside from the Vice Chancellor, directly appointed by the Board of Governors

		Responsibility rests with
1	Appointment of the Vice Chancellor & Chief Executive	Board of Governors informed by an appointment committee convened at the time In accordance with Bye-law 10
2	Appointment of the Clerk to the Board and other Senior Post Holders	Board of Governors In accordance with Bye-law 10
3	Suspension or Dismissal of the Vice Chancellor and Chief Executive	Board of Governors In accordance with Bye-law 11
4	Suspension or Dismissal of the Clerk to the Board and other Senior Post Holders	Board of Governors In accordance with Bye-law 11
5	Remuneration of the Vice Chancellor & Chief Executive	Board of Governors Delegated to Remuneration Committee (Vice Chancellor)
6	Appraisal of Vice Chancellor	Chair of the Board Reported to Remuneration Committee
7	Appraisal of the Clerk to the Board	Chair of the Board Reported to Remuneration Committee
8	Appraisal of other Senior Post Holders	Vice Chancellor Reported to Remuneration Committee
9	Remuneration of Clerk to the Board and other Senior Post Holders	Board of Governors Delegated to Remuneration Committee (Board Appointees)
10	Setting a framework for and approving the form of the contract of employment of all staff, including rules relating to the conduct, suspension, disciplinary and dismissal of staff and procedures relating to staff grievances	Board of Governors On recommendation of People & Culture Committee
11	Responsibility for staff establishment	Vice Chancellor
12	Approval of changes to staff establishment	Vice Chancellor
13	Appointment of members of the University Leadership Team, where not a Senior Post Holder	Vice Chancellor
14	Approval of significant changes to terms and conditions of employment for groups of staff	Board of Governors On recommendation of People & Culture Committee
15	Implementation of University wide Redundancy scheme	Board of Governors

		Responsibility rests with
		On recommendation of People & Culture Committee and/or Vice Chancellor & UEB
16	Oversight of HR policies and procedures	See section 6
17	Approval of staff recognition and reward mechanisms, promotion and progression procedures	UEB Reward/recognition and promotion panels to be chaired by a member of UEB, with recommendations to the Vice Chancellor
18	Appointment or dismissal of senior University Managers (including Heads of Academic School and Professional Services)	Vice Chancellor On recommendation of Panel convened by Vice Chancellor
19	Appointment to Academic posts (Lecturer, Senior Lecturer, Principal Lecturer) and Research posts (Research Fellow, Senior Research Fellow, Principal Research Fellow)	Vice Chancellor or in their absence the Provost On recommendation of the appointment panel
20	Appointments to research posts where there is a named person on the bid	See Section 10
21	Appointment to professional services posts Band 7 and above	Vice Chancellor or in their absence the University Secretary On recommendation of the appointment panel
22	Appointment to research (Research Associate, Research Assistant) and professional services posts up to and including Band 6	Head of School or Professional Department On recommendation of appointment panel
23	Suspension or dismissal of staff other than the holders of Senior Posts	Director of HR in consultation with the Vice Chancellor or their nominee in their absence In accordance with Staff Disciplinary Policy
24	Other HR contracts including Settlement Agreements	Vice Chancellor and/or Director of HR
25	Approval of Staff Placement Agreements	Director of HR
27	Appointment or dismissal of External Examiners	See Section 9

9. Academic and Student Matters

		Responsibility rests with
1	Academic quality and standards, the student experience and research	Board of Governors Delegated to Academic Board
2	Award of University Awards as identified in the Taught Courses and Research Degree Regulatory Frameworks	Academic Board Delegated to Boards of Examiners
3	Approval of academic and student focussed strategy, policies, procedures, frameworks including assessment of students	See Section 6
4	Approval of, deviation from, or modifications to course regulations	Academic Board On recommendation of Academic Regulations & Procedures Committee and/or ASQEC
5	Approval of Academic content of programmes of study or major amendments thereof	Academic Board On recommendation of ASQEC
6	Approval of minor amendments to academic content of a programme of study	College LTQC
7	Approval of collaborative provision and other major partnerships (Initial approval and final stage approval)	Vice Chancellor Or Chair of the Board OR Provost in the absence of the Vice Chancellor Second signature (if required) Provost OR Chair of the Board OR Clerk to the Board On recommendation of UEB
8	Approval of collaborative provision and other major partnerships (Course approval, partnership due diligence, quality aspects of proposal)	Academic Board On recommendation of ASQEC
9	Approval to Withdraw or suspend a degree programmes	UEB On recommendation of APPG
10	Appointment or dismissal of External Examiners	Academic Board Delegated to two members of ASQEC
11	Award of Honorary Awards and Fellowships	Academic Board On the recommendation of Honorary Awards Committee
12	Management of student admissions – offers/enrolments	PVC Communications & External Affairs

		Responsibility rests with
		Operational responsibility for implementing agreed protocols is delegated to senior staff in Admissions and the Research Office
13	Administration of Student Academic Misconduct	In accordance with Procedures for Alleged Academic Misconduct
14	Administration of Student Discipline Cases	In accordance with Student Discipline Procedures
15	Decisions in relation to Student Suspension or Exclusion	PVC Students in consultation with the Vice Chancellor or their nominee in their absence Informed by the Student disciplinary Procedures
16	Administration of Student Academic Appeals	In accordance with Student Academic Appeals Procedures
17	Administration of Student Complaints	In accordance with Students Complaints Procedure
18	Student Tuition Fees, Bursaries and Accommodation fees	See section 7
19	Approval of Placement Agreements with providers for student placements	PVC Academic On recommendation of the Head of Academic School or Professional Department

10. Research and Knowledge Transfer Matters

		Responsibility rests with
1	Research degrees regulatory framework	See section 6
2	Policies, procedures relating to Research	See section 6
3	Approval to submit applications for research or knowledge exchange funding where the University is committing cash of more than £10,000	Vice Chancellor or in their absence a nominee, normally the Provost On the recommendation of the Pro Vice Chancellor Research
4	Approval to submit applications for research or knowledge exchange funding, where the University is committing cash of up to £10,000	Pro Vice Chancellor Research or in their absence PVC Academic for the School submitting the application On recommendation of the Research Office

		Responsibility rests with
5	Approval to submit applications for research or knowledge exchange funding, where the University is not committing cash, where the Full Economic Cost of the proposed project is more than £50,000	PVC Research or in their absence PVC Academic for the School submitting the application On recommendation of the Research Office
6	Approval to submit applications for research or knowledge exchange funding, where the University is not committing cash, where the Full Economic Cost of the proposed project is up to £50,000	Research Office
7	Approval of agreements for research funding	PVC research or in their absence PVC Academic for the School submitting the application On recommendation of the Research Office
8	Approval of agreements governing research and knowledge exchange activities to include Memorandum of Understanding, NDAs, collaboration agreements, confidentiality agreements	PVC Research On recommendation of the Research Office
9	Approval of Consultancy, training and all other contacts relating to the delivery of university services to a third party where the total value of services is greater than £50,000k	Vice Chancellor Or in their absence Provost On recommendation of Research Office
10	Approval of Consultancy, training and all other contacts relating to the delivery of university services to a third party where the total value of services is between £5,000 and £50,000	Pro Vice Chancellor or their absence the PVC Academic lead for the School entering into the Agreement On recommendation of the Research Office
11	Approval of Consultancy, training and all other contacts relating to the delivery of university services to a third party where the total value of services is less than £5,000 Multiple contracts with the same provider should be referred to the Pro Vice Chancellor Research who will brief the Vice Chancellor as appropriate	Head of Academic School or Professional Department On recommendation of the Research Office
12	Approval of appointments to research posts where there is a named person on the bid	Pro Vice Chancellor Research On recommendation of Research Project Lead
13	Management of Intellectual Property (IP) matters	PVC Research
14	Approval of IP sale or licencing greater than £500k	Finance & Development Committee On recommendation of Vice Chancellor
15	Approval of IP sale or licensing less than £500k	UEB

		Responsibility rests with
		On recommendation of PVC Research

11. Estates and Capital Developments (Incl ICT)

		Responsibility rests with
1	Decision-making concerning the acquisition and disposal of property (including land, leases and licences)	Board of Governors On recommendation of VC and UEB
2	Leading negotiations concerning the acquisition and disposal of property (including land, leases and licences)	Vice Chancellor Nominee appointed by VC on a case-by-case basis
3	Signing of contracts relating to property acquisitions, land or asset sales These documents are to be executed as Deeds (see Guidance on use of Seal – Appendix 1)	Board of Governors On recommendation of the Vice Chancellor
4	Approval and signing of contracts relating to estate development and construction work Dependent upon the value and nature of these contracts they may be executed as Deeds (see Guidance on use of Seal – Appendix 1)	In line with financial procedures and regulations
5	Approval of capital development or estates projects with a total value more than £1m (incl VAT)	Board of Governors On recommendation of Finance & Development Committee
6	Approval of capital development or estate projects with a total value below £1m (incl VAT)	UEB On recommendation of Campus Experience and Development Group OR Chief Information Officer and PMO
7	Development of Residential and Research Specific Accommodation	UW Developments Ltd (see section 12)
8	Issuing of contracts in relation to University owned residences	PVC Finance & Resources
9	Approval of external use of computing and software facilities	Chief Information Officer

12. Subsidiary Companies

The University's subsidiary companies are: UW Developments Ltd, UW Enterprises Ltd, UW Worcester Wolves Ltd, NPARU Ltd.

		Responsibility rests with
1	Approval of establishment of, or investment in, oversight of and exit from subsidiary companies	Board of Governors
2	Appointment of Directors of University subsidiary companies	Board of Governors On recommendation of the Vice Chancellor
3	Appointment of the Company Secretary of University subsidiary companies	Board of Governors On recommendation of the Vice Chancellor
4	Approval of Company Articles of Association	Board of Governors On recommendation of the Company Board
5	Approval of Company Accounts	Company Board Copy received by Board of Governors as part of University Group accounts.
6	Approval of Company Budget	Company Board
7	Approval to enter into grants, loans and any form of borrowing See Memorandum of Understanding between relevant Company and University	Board of Governors On recommendation of Company Board
8	Approval of appointment of staff to the Company	Company Board In line with University HR procedures
UW Developments		
The Company is a wholly owned subsidiary of the University. It may be commissioned by the University to undertake the development of residential and research specific accommodation; it does not have any delegated authority to undertake any other developments		
9	Award of contracts for the development, design and construction of residential and research specific accommodation	Company Board Subject to University Financial Regulations including the tender and procurement process
UW Worcester Wolves Ltd		
The Company is a wholly owned subsidiary of UW Enterprises Ltd, a wholly owned subsidiary of the University. It has delegated powers to operate the Worcester Wolves Basketball Club within the University's financial regulations and other policies and procedures		
10	Appointment of players	Company Board

		On recommendation of the Directors and Team Coaches
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Appendix 1



GUIDANCE NOTE ON THE USE OF THE UNIVERSITY SEAL

1. Introduction

1.1 This guidance has been produced to provide clarity on the use of the Corporation's Seal and the procedures that should be followed when it is used. The Corporation seal is a device for embossing the University's name in paper, it is referred to as the 'Common Seal of the University' in legal documentation.

1.2 The University's Instrument and Articles of Government (Instrument, Section 6) states:

(1) The application of the seal of the Corporation shall be authenticated by the signature of the Chair of the Board of Governors or some other person authorised generally or specifically by the Board of Governors to act for that purpose, together with that of any other member of the Board of Governors.

(2) The seal shall be held under secure arrangements by the Clerk.

1.3 It is therefore the responsibility of the Board of Governors to determine how the seal is used and who has custody of the seal.

2. Custody of the Seal

The Clerk to the Board of Governors (this is part of the role of the Head of Governance & Regulatory Affairs) has custody of the University Seal, and is responsible for its proper safekeeping and use.

3. When the Seal should be used

3.1 Where the University is to be a party to a deed, English law requires the Common Seal of the University to be affixed to the deed and the affixing to be attested on behalf of the University as described below. Use of the Common Seal is not necessary for agreements entered into by the University which are not in the form of a deed i.e most of the agreements to which the University is a party. Agreements which are to be executed as a deed should describe themselves as a deed and should be executed in accordance with the procedure described below.

3.2 In general, the circumstances that the University may come across where a deed is required include:

- Conveyances of land, or any interest in land and certain mortgages;
- Leases of land for terms over 3 years;
- Assents, legal charges of land and transferring title to property; and
- The grant of powers of attorney.

3.3 A deed may also be preferred where:

- There is doubt about whether there is adequate consideration (i.e. the price paid by one party in exchange for the benefit from the other, for example where a guarantee is given by a third party);
- The parties to a contract wish to take advantage of an extended period to bring action for breach of contract (12 years under a deed as opposed to 6 years under a normal contract), for example some construction related contracts particularly those of a high value or relating to asbestos or other health and safety issues;
- A contract is subsequently varied or otherwise amended and it is not clear that all the parties are providing fresh consideration

3.4 It is conventional to use a deed where:

- There are indemnities against certain tax liabilities;
- There is an assignment of intellectual property;
- There is a release of a security; or
- A guarantee is given to a bank for amounts previously advanced.

3.5 The Corporation Seal may also be affixed to agreements and documents where its use is:

- Required by the law of other countries (e.g. where an agreement with an international partner states that it is to be covered by the law of another jurisdiction rather than English law, and that country's law requires the use of the seal); or
- Desirable for ceremonial or other reasons.

4. Attestation of Deeds and Documents

4.1 To comply with UK law, the affixing of the Corporation seal to deeds and documents must be attested by both the following persons:

- (i) The Chairperson of the Board of Governors or some other member authorised generally or specifically by the Board of Governors to act for that purpose (this may be the Vice Chancellor)

- (ii) Any other member of the Board of Governors (in accordance with the Schedule of Delegation this would normally be a Vice Chair of the Board)

3.6 Deeds should include the following attestation clause, as well as the Corporation Seal:

*Executed as a deed by affixing
the Common Seal of the
University of Worcester in the
presence of:*

Signature of

Signature of

5. Recording use of the Seal

- 5.1 The Clerk to the Board of Governors shall maintain a record of instances where the Corporation Seal has been used. The Clerk shall also provide a regular report to the Board of Governors on the use of the Seal.

Owner	University Secretary
Reviewed	June 2023, minor amends April 2024
Version	Version 2.1
Review date	June 2024