

National Library of Scotland

Scheme of delegation (Board of Trustees)

Introduction

This document describes the areas of business reserved to the Board of Trustees, the role of the Chairman and those matters delegated to committees and the National Librarian and Chief Executive. It should be read in the context of, and in conjunction with, the founding legislation of NLS (the National Library of Scotland Act 1925, as amended by the National Heritage (Scotland) Act 1985 and adjusted following the Scotland Act 1998) and the document 'Roles and Responsibilities of the Board of Trustees', first approved by the Board on 30 March 2009.

The Board is ultimately responsible for the strategic monitoring and stewardship of the Library. In order to discharge this responsibility, it must always be kept adequately informed about important matters such as the operational and financial performance of the Library, significant internal regulations and codes of practice, major litigation and risks, incidents threatening the security of the collections or the Library's reputation and key proposals affecting public access, collection priorities or important external relations in order to carry out these responsibilities effectively. This requirement to keep the Board informed applies even where the Board delegates authority to develop and implement policy decisions to management.

Business Reserved to the Board

1. The discharge of statutory responsibilities which may not be delegated, including responsibilities as the trustees of a Scottish charity.
2. The roles, responsibilities, terms of reference and any standing orders of the Board.
3. The roles, responsibilities and terms of reference of Board Committees.
4. The appointment of members to Board Committees (including co-opted members).
5. The appointment of Board members representing NLS to other bodies.
6. The appointment of the National Librarian and Chief Executive, subject to the necessary approvals of Scottish ministers.
7. Approval of Audit arrangements including consideration of reports from the external auditor.
8. Consideration of reports from established Board Committees and the taking of appropriate action.
9. Setting of the Library's strategic direction.
10. Approval of the Library's Corporate Plan and Budget.
11. Commitments to major capital projects, or acquisition and disposal of property, where the value of the transaction exceeds £50k.

12. Approval of revenue spending on individual contracts, or a group of linked transactions, likely to amount to over £500k in a 3 year period.
13. Formation, acquisition and disposal of subsidiary companies.
14. Treasury management and investment policy, authority and limitations.
15. Risk management policy including approval of the corporate risk register.
16. Agreement to dispose of any items from the collections.
17. Agreement to the loan of items owned by NLS to external parties.
18. Approval of Annual Accounts and Report, accounting policies and Statement of Internal Control.
19. Ratification of any urgent decisions taken by the Chairman.
20. Indemnities for Board members.
21. This scheme of delegation.

The Role of Chairman and Deputy Chairmen

The Chairman has particular responsibility for:

1. providing strategic leadership.
2. encouraging high standards of propriety.
3. ensuring that the Board takes proper account of guidance and advice, including where appropriate from the Scottish Government, in reaching decisions.
4. providing an assessment of the performance of individual Board members in accordance with agreed procedures.
5. providing an annual assessment of the performance of the NLCE in accordance with agreed procedures.
6. ensuring that in his or her absence, arrangements are in place to discharge the duties of the Chairman.

The Board further agrees to delegate authority to the Chairman to

7. represent the views of the Board to the public and to other key stakeholders.
8. authorise urgent action that would normally be reserved to the Board, where timescales mean this is not possible; in any such cases, the action being reported fully to the next meeting of the Board.

9. deal with formal appeals as required under the Library's Grievance and Disciplinary procedures.
10. deal with 'whistle-blowing' matters, in accordance with the Library's policy and procedures. (It should be noted that the Heads of Human Resources and Finance both have a 'dotted line' accountability to the Chairman; this requires them to raise with him/her any matter of concern within their respective remits, as they consider appropriate).

Up to two Deputy Chairmen will be appointed by the Board. Their functions are (a) to take over the responsibilities of the Chairman in his or her absence and (b) to provide Trustees with someone to approach should they have doubts about the performance of the Chairman.

The Role of Committees

The Board will establish an Audit Committee and such other committees as it sees fit to assist with the effective execution of its responsibilities. Each Committee has a specific remit and terms of reference approved by the full Board. At the present time, the Board has established the following committees:

- Audit
- Investment
- Staffing and Remuneration
- Development
- Major projects (suspended)
- Governance Working Party

In general, the role of committees is to provide advice to the NLCE and/or the Board. Through this activity, Committees facilitate Trustee involvement in consideration of issues in more depth than is possible by the full Board and provide additional assurance to the Board that executive decision-making in NLS is effective and well-founded.

However, the Board devolves to committees the authority to make decisions on a small number of specific subjects, as follows:

Subject	Committee
Approval of internal and external Audit programmes	Audit
Consideration of reports from the Internal Auditor	Audit
Treasury management and investment decisions	Investment
Pay and conditions of the NLCE	Staffing/Remuneration
Approval of staff pay awards	Staffing/Remuneration

Business delegated to the National Librarian and Chief Executive (NLCE)

The Board delegates to the NLCE full authority in terms of administration, staffing, contracts and financial matters to act on behalf of the National Library of Scotland in order to achieve the strategy, apart from the reserved areas listed above, subject to the following principles:

1. The NLCE will act within the prescribed conditions of his or her appointment.
2. The NLCE will at all times provide assurance to the Board that delegated matters are being managed appropriately.
3. The NLCE's actions will be
 - consistent with the NLS budget.
 - consistent with the strategic objectives of NLS.
 - consistent with relevant legislation and externally prescribed conditions, including responsibility as Accountable Officer.
4. The NLCE will act consistently with expected standards of probity, including the Nolan principles.
5. The NLCE will at all times act in accordance with the best interests of the Library and will be mindful of preserving the Library's reputation.
6. The NLCE will report to the Board all significant decisions taken and will be accountable to the Board for such decisions.
7. The NLCE will notify the Board if he/she does not wish to follow advice provided by a Committee.
8. The NLCE will consult with the Chairman or other appropriate member of the Board with regard to novel or potentially contentious matters where guidance would be valuable.
9. The NLCE may delegate his or her authority (but not ultimate responsibility) to an appropriate senior officer, acting on his or her behalf. The NLCE will prepare a Scheme of Delegation (Management) identifying which functions she/he will perform personally and which functions have been delegated to officers.

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