

Scheme of Delegated Powers to Staff

Introduction

Council is responsible for determining the strategic direction and policy of the Society. Council has, however, delegated implementation of decisions and day-to-day management of the RHS through the Director General to the Directors and staff of the Society as follows. The Scheme does not delegate any matter reserved to Council or Committee nor does it delegate authority to determine strategy, policy and budgets.

General Conditions relating to all Delegated Powers

1. The powers delegated to staff must be exercised in accordance with any policy or specific direction of Council or Committee acting with the authority of Council. They must also be exercised in accordance with the approved budget and financial procedures.
2. A Director can authorise any of their subordinates to discharge functions on their behalf subject to any limitations that they may specify.
3. Any power delegated to a Director can be exercised in his absence by another Director except where an action can only lawfully be undertaken by a person holding a particular professional qualification.
4. Where a Director is required to take a decision that may affect another Division, they will first consult with the Director responsible for that Division or the most senior officer available.
5. Powers are delegated to staff on the understanding that they will not exercise these in any matter that in their judgement would likely be a cause of concern to the trustees or to the wider membership of the RHS.
6. The Director General and other Directors will report as appropriate to Council, and any other Committee, on issues of significance or specifically requested by Council arising from day to day management of the Society including progress made in implementation of the Society's Annual Performance Plan.

All

To undertake any action to secure compliance with a decision of Council or any of its Committees provided that it is within the agreed budget or can be funded by savings in other areas of the budget this includes, but is not limited to:

- purchase of goods and services

- disposal of surplus property
- the creation of interests in land and buildings
- making arrangements for the maintenance and repair or upkeep of any land or buildings belonging to the Society
- recruitment and dismissal of staff in compliance with the Society's HR policy, processes and systems

Director General

To undertake any action necessary for the day-to-day management of the Society except for those reserved to the trustees by law or by decision and those powers delegated by Council and reserved to a Committee.

To exercise day-to-day management and direction of the Society's Human Resources function and in particular the processes and systems for the recruitment, training, conditions of service, pay awards, employment relations, discipline and dismissals.

To exercise day-to-day management and direction of the Society's Secretariat and to ensure proper governance of the Society.

To exercise day-to-day management and direction of the Society's fund raising activities.

To approve any expenditure or debt not included in the approved budget where the value is less than £100k subject to the Director of Finance being required to report any variation to the budget in excess of £50k to the Treasurer at the earliest opportunity.

With the Director of Finance, to approve the reallocation of monies between budget heads up to a maximum of £100k provided that such reallocation does not result in increased commitment in future years.

To approve expenditure on projects up to £100k, and with the Director of Finance £250k, provided that they are included in the Society's budget.

To acquire and dispose of property other than land and or buildings with a value of up to £100k provided that acquisition is within the Society's approved budget.

With the Director of Finance or The Secretary, to award contracts and enter into leases and licences for goods and services up to £500k in value provided that they are included in the Society's budget.

To maintain a register of contracts and to act as a signatory on legal documents and contracts and leases (including agreements under seal) (provided that they are within the agreed budget).

To act as the “proper officer” to whom all notices should be served (other than those relating to the election of the President, Treasurer and ordinary members of Council and any matters required by the Bye-Laws relating to general meetings) including

- notices requesting the removal of a member of the RHS

To assume responsibility for Health and Safety across the Society.

To act as the representative of the RHS as shareholder at General Meetings of RHS Enterprises Limited and, subject to any instruction by Council or a Committee acting on its behalf, to exercise the rights and obligations of the Society as shareholder in RHS Enterprises Limited, RHS Special Events Limited and any other company in which the Society owns shares whether at a General Meeting or by the signing of any written resolution.

To appoint Directors of the Society, on the instruction of a Committee appointed for the purpose by Council, in accordance with the Society’s HR policies, systems and processes.

To undertake all matters required of the post by the Society’s Rules for Members and Membership

With the benefit of advice from the Awards Committee, to award the Veitch Memorial Medal, the Associateship of Honour, Honorary Fellowships of the Society, the Harlow Carr Medal and the Jones-Bateman Cup.

After consultation with the Emergency Committee, where time permits, to take, or to authorise, any appropriate action in cases of emergency. All such action must be reported to Council, or the appropriate Committee, at the earliest opportunity.

Deputy Director General and Commercial Director

As **Deputy Director General**, to exercise all those powers that may be exercised by the Director General.

As **Commercial Director**:

To exercise day-to-day management of the Society’s commercial and trading activities and, as Group Managing Director of RHS Enterprises, to implement any decisions taken by the Board of that Company as directed.

To exercise day-to-day management of the Society’s Shows

To implement any decisions of the Board of RHS Special Events as directed

To approve any expenditure or debt not included in the approved budget where the value is less than £25k subject to a maximum of £50k being approved in a single financial year and any such approval(s) being notified to the Director of Finance within 2 working days.

Director of Finance

To exercise day-to-day management and direction of the Society's financial affairs including

- to implement the Society's financial policies and controls
- to open, operate and close bank accounts of the Society and any subsidiary bank accounts provided that when opening and closing an account at least two Council members of the Business Committee approve the transaction
- to arrange overdraft facilities within limits approved by the Business Board
- to invest surplus money
- to manage the audit function
- to write off any monies owed to the Society which do not exceed £25k
- to approve the reallocation of monies between budget heads up to a maximum of £50k provided that such allocation does not result in increased commitment in future years
- to award contracts and enter into leases and licences for goods and services up to £100k in value, and with the Director General or The Secretary up to £500k in value, provided that provision is included in the Society's budget
- to authorise purchase orders for goods and services up to £500k in value, provided that provision is included in the Society's budget, and in excess of that sum when approval has been obtained from the President or The Treasurer or, in their absence, one of the following:
David Morrison
Sandy Muirhead
Dougal Philip
- to agree variations to contracts amounting to an increase of no more than 5% of the original contract cost approved by Council or the Business Committee provided that commensurate savings can be made in other areas of the budget
- to update financial limits within the Society's Financial Procedures broadly in line with inflation
- to act as the principal named officer for the Society's BACSTEL agreement

To approve any expenditure or debt not included in the approved budget where the value is less than £100k subject to any variation to the budget in excess of

£50k being reported to the Treasurer at the earliest opportunity.

To approve expenditure on projects up to £100k, and with the Director General or Deputy Director General £250k, provided that they are included in the Society's budget.

To acquire and dispose of property other than land and or buildings with a value of up to £100k, provided that acquisition is within the Society's approved budget.

To exercise day-to-day management of the Society's membership and ICT functions including data protection responsibilities.

To undertake all matters required of the post by the Society's Rules for Members and Membership

To issue the contract of appointment for the Society's internal and external auditors and to appoint other such professional advisors as may be required.

To act as a signatory on legal documents and contracts and leases (including agreements under seal) (provided that they are within the agreed budget).

To authorise the commencement of action to recover civil debt and any criminal proceedings which the Director consider should be taken in the Society's interests or those of justice where the total cost of proceedings is estimated to be less than £50k.

As Finance Director of RHS Enterprises, to implement any decisions taken by the Board of that Company as directed and to implement any decisions taken by the Board of RHS Special Events Limited as directed

Director of Gardens and Estates

To exercise day-to-day management and direction of the Society's Gardens and Estates.

To approve any expenditure or debt not included in the approved budget up to a value of £25k , subject to a maximum of £50k being approved in any single financial year and any such approval(s) being notified to the Director of Finance within 2 working days.

Director of Membership, Marketing & External Relations

To exercise day-to-day management and direction of the Society's marketing, public relations and promotion, and regional activities.

To undertake all matters required of the post by the Society's Rules for Members and Membership

To apply for lottery and gaming licences on behalf of the Society.

To approve any expenditure or debt not included in the approved budget up to a value of £25k, subject to a maximum of £50k being approved in any single financial year and any such approval(s) being notified to the Director of Finance within 2 working days.

Director of Science and Learning

To exercise day-to-day management and direction of the Society's horticultural, scientific, advisory, library and educational activities excluding RHS Gardens.

To approve any expenditure or debt not included in the approved budget up to a value of £25k, subject to a maximum of £50k being approved in any single financial year and any such approval(s) being notified to the Director of Finance within 2 working days.

To exercise the powers delegated to the RHS by the Shropshire Horticultural Society (Wisley Trainee) Trust to award bursaries, scholarships, grants and allowances on behalf of that trust.

To monitor the output of the publications business unit of RHS Enterprises to ensure continued quality and maintenance of horticultural standards and reporting to Council and to the Board of RHS Enterprises from time to time as necessary.

Shows Director

To exercise day-to-day management and direction of the Society's Shows including associated gala previews.

To approve any expenditure or debt not included in the approved budget up to a value of £25k, subject to a maximum of £50k being approved in any single financial year and any such approval(s) being notified to the Director of Finance within 2 working days.

To implement any decisions taken by the Board of RHS Special Events Limited as directed.

The Secretary

Under the direction of the Director General, to take any and all actions necessary to ensure the proper governance of the Society and its trading companies and, specifically, to ensure compliance with the requirements of the Society's Charter, Bye-laws, Rules and Regulations, company Memorandum and Articles of Association and schedule of responsibilities, and any relevant legal obligations

To keep the charity and company seals and to sign and seal any deed or document on behalf of the Society and its trading companies

To maintain all charity and company registers as required by law or the Society's arrangements for governance

To make all returns to the Charity Commission, Office of the Scottish Charity Regulator, the Registrar of Companies and any other national or local government department, agency or regulator as may be required

To apply for any licence or permit as may be required by the Society or any of its trading companies in pursuit of their activities and business

As Company Secretary of the Society's trading companies, to implement any decisions taken by the Boards of those companies as directed

With the Director General, Deputy Director General or Director of Finance, to award contracts and enter into leases and licences for goods and services up to £500k in value provided that they are included in the Society or Company's budget

To act as the "proper officer" to whom the following notices should be served:

- nomination papers for election to the office of President, Treasurer and Trustee
- notice of resignation by a member of Council or office holder
- resolutions for the Annual General Meeting
- requisitions to convene a Special General Meeting of the membership